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U.S. DEPARTMENT OF COMMERCE

FORM PTO-1594

1-31-92

To the Honorable Com

101250745

Patent and Trademark Office

original document or certified copy thereof.

1. Name of conveying Party(ies):

FEDERAL BAKERS SUPPLY, CORP.

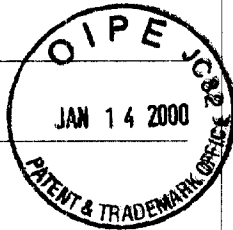
- Individual Association
- General Partnership Limited Partnership
- Corporation-State New York
- Other _____

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 22, 1999



2. Name and Address of receiving Party(ies):

Name: BAKEMARK INGREDIENTS (EAST) INC.

Internal Address: _____

Street Address: 1821 Walden Office Square, Suite 300

City: Schaumburg State: IL Zip: 60173

- 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:

Designations must be a separate document Yes No 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 A

Yes No

Additional sheet attached?

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

Cathy J. Futrowsky, Esq.
Coudert Brothers
1627 I Street, N.W.
Washington, DC 20006
Tel. 202-775-5100

Attorney Docket No. 13239-0008

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....S 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account No.: 03-3370

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.

Elizabeth M. Leasure
Name of Person Signing

Elizabeth M. Leasure
Signature

January 14, 2000
Date

01/27/2000 DNGUYEN 00000211 2054936

01 FC:481 40.00 DP
02 FC:482 125.00 DP

Total number of pages including cover sheet, attachments, and document:

SCHEDULE A

A. Registered Marks

<u>Marks</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Section 8 & 15 Declaration</u>
"WEIGH-UPS"	2,054,936	April 22, 1997	
SARATOGA	1,789,364	August 24, 1993	
HORSE Design	1,522,013	January 24, 1989	February 1, 1993
THOROBREAD	1,447,795	July 14, 1987	February 1, 1993
SARATOGA	1,471,550	January 5, 1988	May 11, 1994
STALLION	1,447,794	July 14, 1987	February 1, 1993

B. Common Law Marks

FEDERAL BAKERS' SUPPLY CORP.

FEDERAL BAKERS'

FEDERAL BAKERS' SUPPLY and associated logos

MURPHY FLOUR CORP.

MURPHY FLOUR and associated logos

SARATOGA FLOUR COMPANY

SARATOGA FLOUR and associated logos

RAMCO DISTRIBUTORS CORP.

RAMCO

RAMCO DISTRIBUTORS and associated logos

CHALLENGER

STEEPLECHASE

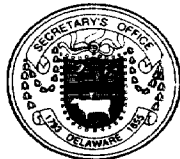
Office of the Secretary of State

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:

"FEDERAL BAKERS SUPPLY, CORP.", A NEW YORK CORPORATION,
"PRISE EQUIPMENT LEASING CORP.", A NEW YORK CORPORATION,
WITH AND INTO "BAKEMARK INGREDIENTS (EAST) INC." UNDER THE NAME OF "BAKEMARK INGREDIENTS (EAST) INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1999, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SECOND DAY OF JANUARY, A.D. 2000.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2691359 8100M

991564020

AUTHENTICATION: 0168931

DATE: 12-29-99

TRADEMARK

REEL: 002012 FRAME: 0195

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
FEDERAL BAKERS SUPPLY, CORP.
AND
PRISE EQUIPMENT LEASING CORP.
INTO
BAKEMARK INGREDIENTS (EAST) INC.

Pursuant to Section 253
of the Delaware General Corporation Law

BAKEMARK INGREDIENTS (EAST) INC., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: The Corporation was incorporated pursuant to the General Corporation Law of the State of Delaware on December 5, 1996;

SECOND: The Corporation owns (a) 29.94624 shares of Common Stock, no par value, of Federal Bakers Supply Corp., a New York corporation incorporated on January 2, 1969 ("Federal Bakers"), and (b) 200 shares of Common Stock, no par value, of Prise Equipment Leasing Corp., a New York corporation incorporated on January 28, 1986 ("PELCO"), and therefore Federal Bakers and PELCO are wholly-owned subsidiaries of the Corporation;

THIRD: The laws of the jurisdiction of organization of Federal Bakers and PELCO permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction;

FOURTH: The Corporation, by the following resolutions duly adopted by unanimous written consent of its Board of Directors dated December 20, 1999, determined to merge Federal Bakers and PELCO with and into the Corporation, with the Corporation being the surviving corporation of such merger (the "Surviving Corporation"), and to cause the Corporation to assume all of the liabilities and obligations of Federal Bakers and PELCO:

RESOLVED, that the Board of Directors declares it advisable and in the best interest of the Corporation that Federal

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Bakers Supply, Corp., a New York corporation and wholly-owned subsidiary of the Corporation ("Federal Bakers"), and Prise Equipment Leasing Corp., a New York corporation and wholly-owned subsidiary of the Corporation ("PELCO"), be merged with and into the Corporation (the "Merger") with the Corporation being the surviving corporation of such merger, in accordance with the Plan of Merger between Federal Bakers, PELCO and the Corporation attached hereto as Exhibit A (the "Plan of Merger"); and further

RESOLVED, that the Plan of Merger is hereby approved and adopted; and further

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized to file a Certificate of Ownership and Merger with the Secretary of State of Delaware as required by the laws of the State of Delaware, in such form as may be required by the laws of the State of Delaware, and a Certificate of Merger with the Secretary of State of New York as required by the laws of the State of New York, in such form as may be required by the laws of the State of New York; and further

RESOLVED, that the proper officers and agents of the Corporation be, and each of them hereby is, authorized to take all such further actions, to execute and deliver all such further instruments, certificates and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, to pay all such fees and expenses and to make all such filings, as in their judgment shall be necessary to carry out the intent and to accomplish the purposes of the foregoing resolutions.

FIFTH: The Plan of Merger and Merger Agreement were adopted by the unanimous written consent of the Board of Directors of the Corporation dated December 20, 1999, to which reference is made in the first of the foregoing resolutions;

SIXTH: The merger of Federal Bakers and PELCO with and into the Corporation shall be effective as of 2:01 A.M. on January 2, 2000 (the "Effective Time");

SEVENTH: The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is 1821 Walden Office Square, Suite 300, Schaumburg, Illinois 60173;

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EIGHTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation;

Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated or abandoned by the Board of Directors of the Corporation at any time prior to the Effective Time of the certificate of ownership and merger with the Secretary of State.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed and acknowledged by its officer thereunto duly authorized this 22nd day of December 1999.

BAKEMARK INGREDIENTS (EAST) INC.

By:


Name: James C. Colihan
Title: Secretary