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03-17-2000



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

02-12-2000

U.S. Patent & TMO/TM Mail Rpt Dt: #39

Commissioner

101291778

Attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p style="text-align: center;">Henry Heide, Incorporated</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State New York</p> <p><input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Hershey Foods Corporation</u></p> <p>Internal Address: <u>c/o Burton H. Snyder - Law Dept.</u></p> <p>Street Address: <u>100 Crystal A Drive</u></p> <p>City: <u>Hershey</u> State: <u>PA</u> Zip: <u>17033</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____</p> <p><input type="checkbox"/> Association _____</p> <p><input type="checkbox"/> General Partnership _____</p> <p><input type="checkbox"/> Limited Partnership _____</p> <p><input checked="" type="checkbox"/> Corporation-State <u>DELAWARE</u></p> <p><input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment)</p> <p>Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: <u>Effective as of July 5, 1999</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) None</p> <p>B. Trademark registration No.(s) See attached.</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Martha L. Cecil-Few</u></p> <p>Internal Address: <u>Hershey Chocolate & Confectionery</u></p> <p><u>Corporation</u></p> <p>Street Address: <u>5060 Ward Road</u></p> <p>City: <u>Wheat Ridge</u> State: <u>CO</u> Zip: <u>80033</u></p>	<p>6. Total number of applications and registrations involved:</p> <p>7. Total fee (37 CFR 3.41)..... \$ <u>765</u></p> <p><input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>500934</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
DO NOT USE THIS SPACE	
<p>9. Statement and Signature:</p> <p><i>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.</i></p> <p>MARTHA L. CECIL-FEW <u>Martha L. Cecil-Few</u> <u>2/5/2000</u></p> <p>Name of Person Signing Signature Date</p> <p style="text-align: right;">Total number of pages comprising cover sheet: <u>2</u></p>	

OMB No. 0651-0011 (exp 4/94)

03/16/2000 DNGUYEN 00000229 500934 47305

01 FC:481 40.00 CH

2 FC:482 725.00 CH

TRADEMARK
REEL: 002036 FRAME: 0001

Marks Transferred by Merger to Hershey Foods Corporation from Henry Heide Inc. on 7/5/1999

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
BUTTER CREAMS & Design	47305	31-Oct-05
CLOVER	787274	23-Mar-65
COOL GRAPE	1720539	29-Sep-92
EASY ACES	1388459	01-Apr-86
GUMMIJUJYS	1840760	21-Jun-94
HAWAII HOTS	1707065	11-Aug-92
HEIDE and Design	293766	03-May-32
HEIDE'S	243976	03-Jul-28
HH and Design	58790	25-Dec-06
HUMMING BIRD EGGS	689201	01-Dec-59
IN YOUR FACE	2043943	11-Mar-97
JUJYFRUITS	1826529	15-Mar-94
JUJYFRUITS (Stylized)	435900	13-Jan-48
JUJYFRUITS AND FRIENDS	1679046	10-Mar-92
MEXICAN HATS	740732	13-Nov-62
Miscellaneous Design (Bear)	1316007	22-Jan-85
MOVIE MAGIC	2099762	23-Sep-97
PRIVATE STOCK	1240529	31-May-83
RED HOT DOLLARS	220367	09-Nov-26
SCHOOL COLORS	1943109	19-Dec-95
SILLY SOURS	1708503	18-Aug-92
SOUR DEVILS	1800208	19-Oct-93
TEAM BEANS	1774359	01-Jun-93
THE BEST and Design	52350	08-May-06
WETEM & WEAREM	635303	02-Oct-56
WUNDER BEANS and Design	1722228	06-Oct-92
WUNDER BEANS HEIDE GOURMET JELLY BEANS	1956195	13-Feb-96
WUNDERBALLS	1859889	25-Oct-94
WUNDERBEANS	1640701	09-Apr-91
WUNDERLE	1640702	09-Apr-91

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"HENRY HEIDE, INCORPORATED", A NEW YORK CORPORATION,
WITH AND INTO "HERSHEY FOODS CORPORATION" UNDER THE NAME OF "HERSHEY FOODS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 1999, AT 2:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIFTH DAY OF JULY, A.D. 1999.

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

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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

9842097

DATE:

07-01-99

TRADEMARK
REEL: 002036 FRAME: 0003

CERTIFICATE OF OWNERSHIP AND MERGER

**MERGING
HENRY HEIDE, INCORPORATED
WITH AND INTO
HERSHEY FOODS CORPORATION**

* * * *

HERSHEY FOODS CORPORATION, a corporation organized and existing under the laws of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on the 24th day of October, 1927, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares (of each class) of the stock of **HENRY HEIDE, Incorporated**, a corporation incorporated on the 26th day of June, 1916, pursuant to the Business Corporation Law of the State of New York ("Henry Heide").

THIRD: That the Board of Directors of the Corporation, by the following resolutions duly adopted by the Board of Directors of the Corporation by unanimous written consent on the 30th day of June, 1999, determined to merge Henry Heide with and into the Corporation:

WHEREAS, the designation and number of outstanding shares of the sole class of shares of **HENRY HEIDE, Incorporated**, a New York corporation ("Henry Heide") and the number of such shares owned by Hershey Foods Corporation, a Delaware corporation (the "Corporation"), are as follows:

<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Corporation</u>
100 common shares without par value	100 common shares without par value

WHEREAS, the Board of Directors of the Corporation has deemed it advisable that Henry Heide be merged into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware and Section 907 of the Business Corporation Law of the State of New York;

NOW, THEREFORE BE IT RESOLVED, that Henry Heide be merged into the Corporation, and that the Corporation assume all of Henry Heide's obligations;

FURTHER RESOLVED, that the merger shall be effective at 12:01 a.m. Eastern daylight time on July 5, 1999;

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

1. Upon the merger becoming effective, the separate existence of Henry Heide shall cease and each outstanding common share without par value of Henry Heide shall be cancelled.
2. Upon the merger becoming effective, the surviving corporation of the merger shall be the Corporation. The Corporation shall succeed to all of the properties, rights and other assets and shall be subject to all of the liabilities of Henry Heide without further action by either corporation.
3. If at any time the Corporation shall determine that additional conveyances, documents or other action are necessary to carry out the provisions of this merger, the officers and directors of Henry Heide as of the effective date of this merger shall execute such conveyances or documents or take such action;

FURTHER RESOLVED, that the proper officers of the Corporation be and they hereby are directed (i) to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Henry Heide into itself and to assume Henry Heide's liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware prior to July 5, 1999; (ii) to make and execute a Certificate of Merger setting forth the requirements of Sections 905 and 907 of the Business Corporation Law of the State of New York and to cause the same to be filed in the Department of State of the State of New York prior to July 5, 1999; and (iii) to do all acts and things whatsoever, whether within or without the State of Delaware or the State of New York, which may be in anywise necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to July 5, 1999.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by Robert M. Reese, its Senior Vice President, General Counsel and Secretary, this 30th day of June, 1999.

HERSHEY FOODS CORPORATION

By: _____

Name: Robert M. Reese

Title: Senior Vice President, General Counsel and Secretary

DEPARTMENT OF CORPORATIONS AND STATE RECORDS

ADDRESS: 110 STATE STREET

FILING RECEIPT

ENTITY NAME: HERSHEY FOODS CORPORATION

DOCUMENT TYPE: MERGER (FOR. BUSINESS) PROCESS

COUNTY: NEWY

SERVICE COMPANY: CT CORPORATION SYSTEM

SERVICE CODE: 07

CONSTITUENT NAME: HENRY HEIDE, INCORPORATED

FILED:07/01/1999 DURATION:***** CASH#:990701000394 FILM #:990701000375

ADDRESS FOR PROCESS

EFFECT DATE

C/O CT CORPORATION SYSTEM
1633 BROADWAY
NEW YORK, NY 10019

07/05/1999

REGISTERED AGENT



Table with columns: FILER, FEES, PAYMENTS. Rows include BONNIE S MARTIN, HERSHEY FOODS CORPORATION, and various fee items like FILING, TAX, CERT, COPIES, HANDLING, CASH, CHECK, CHARGE, DRAWDOWN, BILLED, REFUND.

DOS-1025 (11/89)

State of New York }
Department of State } *ss.*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on JUL 02 1999



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

CT-07

CERTIFICATE OF MERGER
OF
HENRY HEIDE, INCORPORATED
INTO
HERSHEY FOODS CORPORATION

F990701000 375

CT-07

Under Section 907 of the Business Corporation Law

We, the undersigned, Michael F. Pasquale and Burton H. Snyder, being respectively the President and the Secretary of HENRY HEIDE, Incorporated and Michael F. Pasquale and Burton H. Snyder, being respectively the Senior Vice President, Confectionery and Grocery and the Assistant Secretary of HERSHEY FOODS CORPORATION hereby certify:

1. HERSHEY FOODS CORPORATION, a corporation of the State of Delaware owns all of the outstanding shares of the sole class of shares of HENRY HEIDE, Incorporated, a corporation of the State of New York.

2. The designation and number of outstanding shares of the sole class of shares of HENRY HEIDE, Incorporated, the only constituent subsidiary corporation, and the number of such shares owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
HENRY HEIDE, Incorporated	100 common shares without par value	100 common shares without par value

3. The certificate of incorporation of HENRY HEIDE, Incorporated was filed in the Department of State on the 26th day of June, 1916.

4. The surviving corporation is HERSHEY FOODS CORPORATION, a corporation of the state of Delaware incorporated on the 26th day of October, 1927, and which filed its application for authority to do business in the State of New York on the 1st day of July, 1957. The merger is permitted by the laws of the state of its incorporation and is in compliance therewith.

5. HERSHEY FOODS CORPORATION agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation previously amenable to suit in the State of New York, and for the enforcement under the Business Corporation Law of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is c/o CT Corporation System, 1833 Broadway, New York, NY 10019. Such post office address shall supersede any prior address designated as the address to which process may be mailed.

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6. HERSHEY FOODS CORPORATION agrees that, subject to the provisions of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of shareholders to receive payments for their shares.

7. HENRY HEIDE, Incorporated, as the sole constituent domestic corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by HENRY HEIDE, Incorporated, the sole constituent domestic corporation, have been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the merger, has been filed by HENRY HEIDE, Incorporated, as the sole constituent domestic corporation. The said report, if estimated, is subject to amendment. HERSHEY FOODS CORPORATION hereby agrees that it will within 30 days after the filing of the certificate of merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by HENRY HEIDE, Incorporated, the sole constituent domestic corporation.

8. The merger shall be effective on the 5th day of July, 1999.

IN WITNESS WHEREOF, this certificate has been signed on the 30th day of June, 1999 and the statements contained herein are affirmed as true under penalties of perjury.

HERSHEY FOODS CORPORATION



Michael F. Pasquale
Senior Vice President

Confectionery and Grocery



Burton H. Snyder
Assistant Secretary

HENRY HEIDE, INCORPORATED



Michael F. Pasquale
President



Burton H. Snyder
Secretary

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TOTAL P 03

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CT-07

CERTIFICATE OF MERGER
OF
HENRY HEIDE, INCORPORATED
INTO
HERSHEY FOODS CORPORATION

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

ke

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 01 1999
TAXS _____
BY: De

M

Counsel: Bonnie S. Martin
Hershey Foods Corporation
100 Crystal A Drive
Hershey, PA 17033

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