

NUM 3/9/00

04-11-2000

Docket No.:



Tab settings

101314912

Attached original documents or copy thereof.

1. Name of conveying party(ies) **Pierre Foods, LLC**
OPR/FINANCE

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other **Limited Liability Company**

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **December 31, 1999**

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

Name: **Fresh Foods, Inc.**

Internal Address: _____

Street Address: **9990 Princeton Road**

City: **Cincinnati** State: **OH** ZIP: **45246**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **North Carolina**
 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 numbers(s):

A. Trademark Application No.(s)
Attachment A - 9 Applications

B. Trademark Registration No.(s)
Attachment B - 39 Registrations

Additional numbers attached? Yes No

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

Name: **Anjanette Plichta Stinson, Esquire**

Internal Address: **McGuire, Woods, Battle & Boothe LLP**

Street Address: **One James Center, 901 East Cary Street**

City: **Richmond** State: **VA** ZIP: **23219-4030**

6. Total number of applications and registrations involved: **48**

7. Total fee (37 CFR 3.41):.....\$ **\$1,215.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

04/11/2000 JSMBBAZZ 00000058 75816574

01 FC:481 40.00 OP
 02 FC:482 1175.00 OP

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.

Anjanette Plichta Stinson *Anjanette Plichta Stinson* **March 6, 2000**
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **9**

**ATTACHMENT A
TRADEMARK APPLICATIONS**

MARK	SERIAL NUMBER	FILING DATE
CAFETERIA ADVENTURES	75/816,574	10/06/1999
HAM N GO	75/641,478	12/18/1999
HEARTHIDE SELECT	75/676,610	04/07/1999
PIERRE SELECT	75/617,210	01/08/1999
PIERRE SELECT	75/617,209	01/08/1999
PROUD TO SERVE	75/597,580	12/01/1998
PROUD TO SERVE	75/597,581	12/01/1998
PROUD TO SERVE AMERICA'S HEROS	75/591,729	11/10/1998
ROCKIN' BURGER	75/641,475	02/18/1999

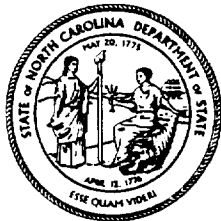
**ATTACHMENT B
TRADEMARK REGISTRATIONS**

MARK	REGISTRATION NUMBER	REGISTRATION DATE
BREAKFAST ON THE GO! and Design	2,005,805	10/08/1996
CAFÉ PIERRE	1,876,055	01/24/1995
CAFETERIA ADVENTURES	1,797,362	10/05/1993
COMMODITY MAGIC	1,331,238	04/16/1985
DINE 'N' WITH	1,912,699	03/31/1994
FAST CHOICE	2,052,455	04/15/1997
FAST CHOICE	2,152,895	04/21/1998
FASTBITES	2,261,726	07/13/1999
FRENCH TOAST BOAT	1,554,935	09/05/1989
FRENCH TOAST BOAT and Design	1,626,155	12/04/1990
GLOBAL GRILL	2,112,383	11/11/1997
GOLDDIGGER	1,121,101	06/26/1979
GOLDDIGGER BEEF NUGGET	1,521,147	01/17/1989
H.E.L.P.S. HEALTHCARE ENTRÉE LOW PREP SOLUTIONS	2,273,614	08/31/1999
HOT DIGGITY SUBS	1,388,435	04/01/1986
HOT DIGGITY SUBS and Design	1,387,648	03/25/1986
LEAN MAGIC	1,677,773	03/03/1992
LIKE MOM'S and Design	1,517,327	12/20/1988
LINK-N-DOG	1,917,400	09/05/1995
MICRO-WICHES	1,505,035	09/20/1988
PIERRE CLASSICS	2,052,456	04/15/1997
PIERRE MAIN STREET DINER	2,016,292	11/12/1996
PIZZA PARLOR SANDWICH	1,270,140	03/13/1984
PIZZA PARLOR SANDWICH	1,642,199	04/23/1991
PIZZA PARLOR SUB	1,926,623	10/10/1995
QUICK-WICHES	1,784,320	07/27/1993
RIB NIBBLERS	2,319,248	02/15/2000
RIB-B-Q	1,257,730	11/15/1983
RIB-B-Q	1,270,954	03/20/1984
RIB-B-Q	1,598,832	05/29/1990
RIB-B-Q and Design	1,276,424	05/01/1984
RIB-B-Q and Design	1,275,419	04/24/1984

**ATTACHMENT B
TRADEMARK REGISTRATIONS**

MARK	REGISTRATION NUMBER	REGISTRATION DATE
RIB-B-Q and Design	2,132,710	01/27/1998
SAUS-A-RAGE	1,928,706	10/17/1995
SELECT RECIPE	2,322,506	02/22/2000
SHOESTRINGS	2,302,272	12/21/1999
TWO-FERS	1,505,013	09/20/1988
TWO-FERS	1,599,764	06/05/1990
WONDERBITES	1,781,595	07/13/1993

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

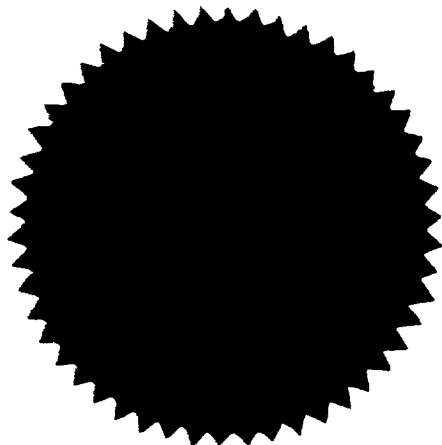
OF

PIERRE FOODS, LLC
AND
PIERRE LEASING, LLC

WITH AND INTO

FRESH FOODS, INC.

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 10th day of January, 2000.

Elaine F. Marshall

Secretary of State

TRADEMARK
REEL: 002045 FRAME: 0337

933621202

CORP ID # 0160755

ARTICLES OF MERGER
of
Pierre Foods, LLC and Pierre Leasing, LLC
into
Fresh Foods, Inc.

FILED
4:50pm
DEC 28 1999
Effective Dec 31 1999 11:59pm
ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

Fresh Foods, Inc., a North Carolina corporation (the "Surviving Corporation"), hereby submits these Articles of Merger for the purpose of merging each of Pierre Foods, LLC, a North Carolina limited liability company ("Pierre Foods"), and Pierre Leasing, LLC, a North Carolina limited liability company ("Pierre Leasing" and, together with Pierre Foods, the "Merging Companies"), into the Surviving Corporation:

- I. The following Plan of Merger has been duly authorized and approved by the Surviving Corporation in accordance with Section 55-11-03 of the North Carolina Business Corporation Act and has been duly authorized and approved by each of the Merging Companies in accordance with Section 57C-9A-11 of the North Carolina Limited Liability Company Act, all in the manner prescribed by law:

* * * * *

PLAN OF MERGER
of
Pierre Foods, LLC, Pierre Leasing, LLC
and
Fresh Foods, Inc.

December 27, 1999

A. Entities Party to the Merger.

Pierre Foods, LLC, a North Carolina limited liability company ("Pierre Foods"), and Pierre Leasing, LLC, another North Carolina limited liability company ("Pierre Leasing" and, together with Pierre Foods, the "Merging Companies"), will merge with and into Fresh Foods, Inc., a North Carolina corporation, which will be the surviving business entity (the "Surviving Corporation").

B. Name of Surviving Corporation.

After the merger contemplated by this Plan of Merger (the "Plan of Merger"), the Surviving Corporation will continue to have the name "Fresh Foods, Inc."

C. Merger.

The merger of the Merging Companies into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan of Merger. Upon the merger's becoming effective, the limited liability company existence of each of the Merging Companies will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

D. Conversion and Exchange of Membership Interests and Shares.

At the Effective Time, the outstanding membership interests of the Merging Companies and the outstanding shares of the Surviving Corporation will be converted and exchanged as follows:

1. Surviving Corporation. The outstanding shares of the Surviving Corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.
2. Merging Companies. The outstanding membership interest held by the sole member of each of the Merging Companies will be automatically cancelled without any further act on the part of either of the Merging Companies or the sole member of each of the Merging Companies; inasmuch as the Surviving Corporation is the sole member and manager of each of the Merging Companies, no additional membership interest will be issued to the Surviving Corporation upon cancellation of the outstanding membership interest in each of the Merging Companies.

E. Amendments to Articles of Incorporation.

The Articles of Incorporation of the Surviving Corporation shall not be hereby amended.

F. Effective Time of Articles of Merger.

The merger of the Merging Companies with and into the Surviving Corporation will become effective at 11:59 p.m. on Friday, December 31, 1999 (the "Effective Time").

* * * * *

II. The name and address of the Surviving Corporation is:

Fresh Foods, Inc.
361 2nd Street NW
Hickory, North Carolina 28601

Catawba County

III. The Plan of Merger has been approved by the Surviving Corporation and by each of the Merging Companies in the manner required by law.

IV. Notwithstanding that these Articles of Merger may be filed prior to such date, the effective date and time of these Articles of Merger shall be 11:59 p.m. on Friday, December 31, 1999.

[Remainder of Page Intentionally Blank]

ATTEST:

Paul M. Witter
Secretary

SURVIVING CORPORATION:

FRESH FOODS, INC.

By: James C. Richardson, Jr.
James C. Richardson, Jr.
Chairman of the Board of Directors

MERGING COMPANIES:

PIERRE FOODS, LLC

ATTEST:

Paul M. Witter
Secretary

By: FRESH FOODS, INC.,
Its Sole Member and Manager

By: James C. Richardson, Jr.
James C. Richardson, Jr.
Chairman of the Board of Directors

PIERRE LEASING, LLC

ATTEST:

Paul M. Witter
Secretary

By: FRESH FOODS, INC.,
Its Sole Member and Manager

By: James C. Richardson, Jr.
James C. Richardson, Jr.
Chairman of the Board of Directors