

04-17-2000



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

FOF 1-3  
U.S. Patent & TMOtc/TM Mail Rcpt. Dt. #40

RECOR  
TI

101354738

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

1. Name of conveying party(ies): 4-17-00  
 Moran Holding Company, Inc.

Individual  Association  
 General Partnership  Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
 Name: Moran Foods, Inc.

Internal Address: 100 Corporate Office Drive  
 Earth City, Missouri 63045

Street Address: 100 Corporate Office Drive

City Earth City State: MO Zip: 63045

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State of Missouri  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of Conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: May 19, 1992

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
 1,785,723

Additional numbers attached?  Yes  No

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

Name: R. Haferkamp

Internal Address: 7733 Forsyth Boulevard, Suite 1400

St. Louis, Missouri 63105

Street Address: 7733 Forsyth Boulevard, Suite 1400

City: St. Louis State: MO ZIP: 63105

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 (if amount is insufficient)

8. Deposit account number: 18-1829  
 (Attach duplicate copy of this page if paying by deposit account)

05/12/2000 DNGUYEN 00000060 1785723

FC:481

40.00 DP

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.

Thomas A. Polcyn  
Name of person signing

Signature

Date

4-12-2000

Total number of pages including cover sheet, attachments, and document: 3



# STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

## Certificate of Corporate Records

*I, ROY D. BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.*

REEL 0878 FRAME 628

TRADE-MARK

*IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this \_\_\_\_\_ 10th \_\_\_\_\_ day of \_\_\_\_\_ June \_\_\_\_\_, 19 92.*



*Roy D. Blunt*  
Secretary of State



# STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

## Certificate of Merger — Missouri Corporation Surviving

WHEREAS, Articles of Merger of the following corporations:

Name of Corporations MORAN HOLDING COMPANY, INC. (#00250934)

INTO:

MORAN FOODS, INC. (#00249994)

Organized and Existing Under Laws of Missouri

have been received, found to conform to law, and filed.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned corporations is effected, with \_\_\_\_\_

MORAN FOODS, INC. (#00249994)

as the surviving corporation.

RECORDED  
PATENT AND TRADEMARK  
OFFICE

JUN 19 1992

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 19th day of May, 19 92.

*Roy D. Blunt*  
Secretary of State

25.00

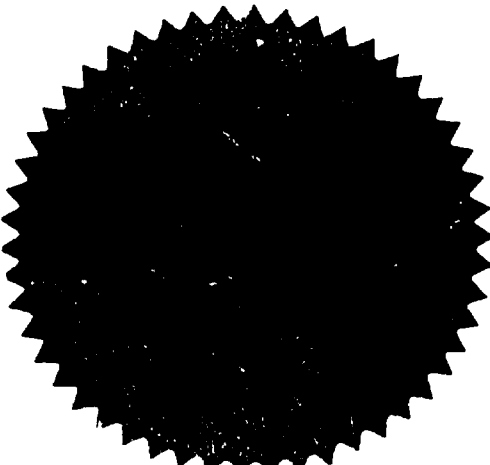
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TRADEMARK

REEL: 002072 FRAME: 0052

TRADE-MARK

REEL 0878 FRAME 629





# STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

## Certificate of Corporate Records

*I, ROY D. BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.*

*IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this \_\_\_\_\_ 10th \_\_\_\_\_ day of \_\_\_\_\_ June \_\_\_\_\_, 19 \_\_\_\_\_ 92.*



*Roy D. Blunt*  
Secretary of State



# STATE OF MISSOURI

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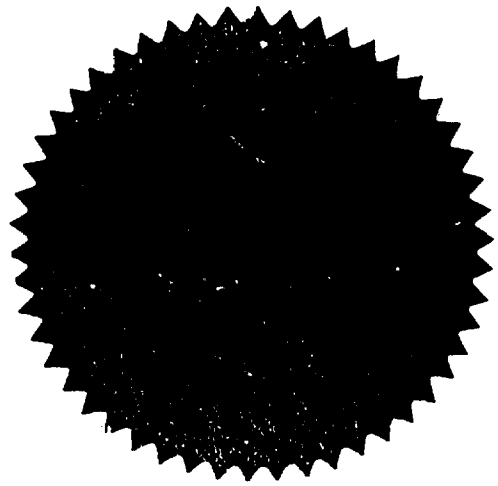
NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, issue this Certificate of Merger,

certifying that the merger of the aforementioned corporations is effected, with \_\_\_\_\_

MORAN FOODS, INC. (#00249994)

as the surviving corporation.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix  
the GREAT SEAL of the State of Missouri. Done at the City of  
Jefferson, this 19th day of May,  
19 92.



Roy D. Blunt  
Secretary of State

State of Missouri...Office of Secretary of State

ROY D. BLUNT, Secretary of State

Articles of Merger

SECRETARY OF STATE  
STATE OF MISSOURI  
P. O. BOX 778  
JEFFERSON CITY, MO 65102

FILED AND CERTIFICATE  
ISSUED  
MAY 19 1992  
*Ray D. Blunt*  
Corporation Dept. SECRETARY OF STATE

Pursuant to the provisions of "The General and Business Corporation Law of Missouri" as amended, the undersigned Corporations certify the following:

- (1) That Moran Foods, Inc. of Missouri, and
- (2) That Moran Holding Company, Inc., incorporated on April 6, 1983 in the State of Missouri are hereby merged and that the above-named Moran Foods, Inc. is the surviving corporation.
- (3) That on March 23, 1992, by unanimous written consent, the Sole Shareholder and the Board of Directors of Moran Foods, Inc. adopted and approved the Plan of Merger set forth in these articles.

See Attached Exhibit A-1

- (4) That on March 23, 1992, by unanimous written consent, the Sole Shareholder and the Board of Directors of Moran Holding Company, Inc. adopted and approved the Plan of Merger set forth in these articles.

See Attached Exhibit A-2

- (5) As to each corporation, the number of shares outstanding and the number of shares entitled to vote are:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Total Number of Shares Entitled to Vote</u>
Moran Foods, Inc.	500,000	500,000
Moran Holding Company, Inc.	100,000	100,000

- (6) As to each corporation, the number of shares voted for and against the plan, respectively are:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
Moran Foods, Inc.	500,000	-0-
Moran Holding Company, Inc.	100,000	-0-

(7) That the Plan of Merger is as follows:

See Attached Exhibit B

(8) That all provisions of the law of the State of Missouri applicable to the proposed merger have been complied with.

(9) That upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:

- A. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation;
- B. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is Wetterau Incorporated, c/o Legal Department, 8920 Pershall Road, Hazelwood, Missouri 63042.
- C. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

(10) That this merger shall become effective upon filing with the Secretary of the State of Missouri.

IN WITNESS WHEREOF, said Moran Foods, Inc., a corporation existing under the laws of the State of Missouri, has caused these articles to be executed in its name by its vice president and its corporate seal to be thereto affixed, attested by its assistant secretary this 27, day of April, 1992.

MORAN FOODS, INC.

By: Michael L. Waitukaitis  
Michael L. Waitukaitis  
Vice President

(CORPORATE SEAL)

Attest:

A. Sue Rea  
A. Sue Rea  
Assistant Secretary

IN WITNESS WHEREOF, said Moran Holding Company, Inc., a corporation existing under the laws of the State of Missouri, has caused these articles to be executed by its vice president and its corporate seal to be thereto affixed, attested by its assistant secretary this 27, day of April, 1992.

MORAN HOLDING COMPANY, INC.

By: Michael L. Waitukaitis  
Michael L. Waitukaitis  
Vice President

(CORPORATE SEAL)

Attest:

A. Sue Rea  
A. Sue Rea  
Assistant Secretary



STATE OF MISSOURI )  
 ) SS  
COUNTY OF ST. LOUIS )

I, Mary C. Herman, a Notary Public, do hereby certify that on this 27, day of April, 1992, personally appeared before me Michael L. Waitukaitis, who, being by me first duly sworn declared that he is the Vice President of Moran Foods, Inc., a Missouri corporation, that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

Mary C. Herman  
Notary Public, State of Missouri, St. Louis County

My Commission Expires: June 18, 1995

STATE OF MISSOURI )  
 ) SS  
COUNTY OF ST. LOUIS )

I, Mary C. Herman, a Notary Public, do hereby certify that on this 27, day of April, 1992, personally appeared before me Michael L. Waitukaitis, who, being by me first duly sworn declared that he is the Vice President of Moran Holding Company, Inc., a Missouri corporation, that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

Mary C. Herman  
Notary Public, State of Missouri, St. Louis County

My Commission Expires: June 18, 1995.

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EXHIBIT A-1

**JOINT ACTION BY UNANIMOUS WRITTEN CONSENT OF  
THE SOLE SHAREHOLDER AND THE DIRECTORS OF  
MORAN FOODS, INC.**

The undersigned, Moran Holding Company, Inc., a Missouri corporation ("the Corporation"), being the sole shareholder and Kurt D. Blumenthal, Robert K. Crutsinger and William M. Moran, Jr., being all of the directors, of Moran Foods, Inc., Missouri corporation ("Moran Foods"), hereby adopt by unanimous written consent the following resolutions:

RESOLVED, that the merger of the Corporation, into Moran Foods, with Moran Foods as the surviving corporation, pursuant to the terms of a Plan of Merger (the "Plan"), in substantially the form presented to the sole shareholder and directors of Moran Foods with this consent, is hereby authorized and approved;

FURTHER RESOLVED, that the form of Articles of Merger between the Corporation and Moran Foods, in substantially the form presented to the sole shareholder and directors of Motran with this consent, is hereby authorized and approved;

FURTHER RESOLVED, that the President or any Vice President and the Secretary or any Assistant Secretary of the Corporation and the President or any Vice President and the Secretary or any Assistant Secretary of Moran Foods are hereby authorized and directed to execute the Plan and the Articles of Merger on behalf of the Corporation and of Moran Foods, with such additions, revisions, or other changes as the executing officers may approve, such approval to be conclusively evidenced by the execution of the Plan and the Articles of Merger;

FURTHER RESOLVED, that all action heretofore taken by the officers and agents of the Corporation and the officers and agents of Moran Foods in connection with the transactions contemplated by the Plan and the Articles of Merger are hereby confirmed, ratified and approved, and

FURTHER RESOLVED, that the appropriate officers of the Corporation and the appropriate officers of Moran Foods are hereby authorized and directed to execute and deliver such further documents and agreements and to take such further action as they may deem necessary or desirable to effectuate or evidence the merger of the Corporation with Moran Foods as hereinabove provided.

Dated effective March 23, 1992.

EXHIBIT A-2

**JOINT ACTION BY UNANIMOUS WRITTEN CONSENT OF  
THE SOLE SHAREHOLDER AND THE DIRECTORS OF  
MORAN HOLDING COMPANY, INC.**

The undersigned, The Moran Group, Incorporated, a Missouri corporation (the "Corporation"), being the sole shareholder and Kurt D. Blumenthal, Robert K. Crutsinger and William M. Moran, Jr., being all of the directors, of Moran Holding Company, Inc., a Missouri corporation ("Moran Holding"), hereby adopt by unanimous written consent the following resolutions:

RESOLVED, that the merger of Motran, Inc., a Missouri corporation and The Moran Group, Incorporated, a Missouri corporation ("the Merging Companies") into Moran Holding, with Moran Holding as the surviving corporation, pursuant to the terms of a Plan of Merger in substantially the form presented to the sole shareholder and directors of Moran Holding, on Exhibit A with this consent, is hereby authorized and approved;

FURTHER RESOLVED, that the form of Articles of Merger between the Merging Companies and Moran Holding, in substantially the form presented to the sole shareholder and directors of Moran Holding, on Exhibit B with this consent, is hereby authorized and approved;

FURTHER RESOLVED, that the merger of Moran Holding into Moran Foods, Inc., a Missouri corporation ("Moran Foods") with Moran Foods as the surviving corporation, pursuant to the terms of a Plan of Merger in substantially the form presented to the sole shareholder and directors of Moran Holding, on Exhibit C with this consent, is hereby authorized and approved to be filed subsequent to the filing of the aforementioned merger;

FURTHER RESOLVED, that the form of the Articles of Merger between Moran Holding and Moran Foods, in substantially the form presented to the sole shareholder and directors of Moran Holding, on Exhibit D with this consent, is hereby authorized and approved to be filed subsequent to the filing of the aforementioned merger;

FURTHER RESOLVED, that the President or any Vice President and the Secretary or any Assistant Secretary of the Corporation and the President or any Vice President and the Secretary or any Assistant Secretary of Moran Holding are hereby authorized and directed to execute both Plans of Mergers and both Articles of Mergers on behalf of the Corporation and of Moran Holding, with such additions, revisions, or other changes as the executing officers may approve, such approval to be conclusively evidenced by the execution of both Plans of Mergers and both Articles of Mergers;

FURTHER RESOLVED, that all action heretofore taken by the officers and agents of the Corporation and the officers and agents of Moran Holding in connection with the transactions contemplated by the Plans of Mergers and the Articles of Mergers, are hereby confirmed, ratified and approved, and

FURTHER RESOLVED, that the appropriate officers of the Corporation and the appropriate officers of Moran Holding are hereby authorized and directed to execute and deliver such further documents and agreements and to take such further action as they may deem necessary or desirable to effectuate or evidence the merger of the Merging Companies with Moran Holding and the subsequent merger of Moran Holding with Moran Foods as hereinabove provided.

Dated March 23, 1992.

*Exhibit A-2 continued*

2 of 2

TRADEMARK  
REEL: 002072 FRAME: 0061

**EXHIBIT B**

**PLAN OF MERGER**

1. **The Surviving Corporation is Moran Foods, Inc., a Missouri corporation. The Merging Corporation is Moran Holding Company, Inc., a Missouri corporation.**
2. **Upon the merger becoming effective, the separate existence of the Merging Corporations shall cease and all of the property, rights, privileges, franchises, licenses, registrations and other assets of every kind and description of the Merging Corporations shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed. All rights of creditors and all liens upon the property of any of said corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.**
3. **The Articles of Incorporation and By-Laws of the Surviving Corporation shall not be changed or affected by the merger and shall remain in full force and effect.**
4. **The directors and officers of the Surviving Corporation upon the effective date of the merger shall continue to be the directors and officers of the Surviving Corporation.**
5. **Each share of stock of the Surviving Corporation outstanding at the time of the merger shall remain outstanding and unchanged after the merger.**
6. **As of the effective time of the merger, all outstanding shares of stock of the Merging Corporations shall be canceled; no shares of the Surviving Corporation shall be issued in exchange therefor.**

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