

Docket



04-17-2000

05-15-2000

Express Mail #

FORM P1
1-31-92

U.S. Patent & TMOtc/TM Mail Rcpt. Dt. #40

RECO



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101354741

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
 Motran, Inc.
 The Moran Group, Incorporated
 Individual Association
 General Partnership Limited Partnership
 Corporation-State of Missouri
 Other _____
 Additional name(s) of conveying party(ies) attached: Yes No

2. Name and address of receiving party(ies):
 Name: Moran Holding Company, 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 00000059 1785723

DO NOT USE THIS SPACE

01 FC:481

40.00 DP

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

4-12-2000
Date

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

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

Do not detach this portion

Mail documents to be recorded with required



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.

TRADE-MARK

REEL 0878 FRAME 34

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

REEL 0878 FRAME 35
TRADE-MARK

WHEREAS, Articles of Merger of the following corporations:

Name of Corporations MOTRAN, INC. (#00278275)

THE MORAN GROUP, INCORPORATED (#00264859)

INTO: MORAN HOLDING COMPANY, INC. (#00250934)

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 _____

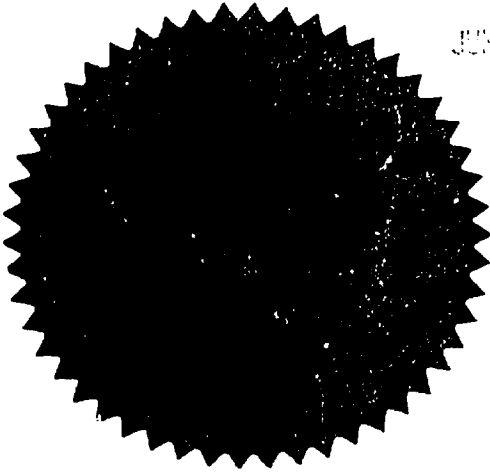
MORAN HOLDING COMPANY, INC. (#00250934)

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



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

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

Certificate of Merger — Missouri Corporation Surviving

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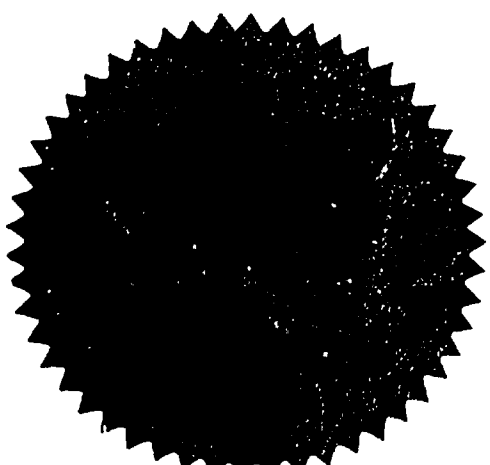
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NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, issue this Certificate of Merger,

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MORAN HOLDING COMPANY, INC. (#00250934)

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

Fee \$ 30.00

State of Missouri...Office of Secretary of State

ROY D. BLUNT, Secretary of State

Articles of Merger

FILED AND CERTIFICATE
ISSUED

MAY 19 1992

Roy D. Blunt

Corporation Dept. SECRETARY OF STATE

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

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

- (1) That Moran Holding Company, Inc. of Missouri, and
- (2) That the following corporations:

<u>Name of Corporation</u>	<u>State of Incorporation</u>	<u>Date of Incorporation</u>
Motran, Inc.	Missouri	July 11, 1985
The Moran Group, Incorporated	Missouri	May 29, 1984

are hereby merged and that the above-named Moran Holding Company, 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 Holding Company, 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 Motran, Inc. adopted and approved the Plan of Merger set forth in these articles.

See Attached Exhibit A-2

- (5) That on March 23, 1992, by unanimous written consent, the Sole Shareholder and the Board of Directors of The Moran Group, Incorporated adopted and approved the Plan of Merger set forth in these articles.

See Attached Exhibit A-3

- (6) 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 Holding Company, Inc.	100,000	100,000
Motran, Inc.	500	500
The Moran Group, Incorporated	30,000	30,000

(7) 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 Holding Company, Inc.	100,000	-0-
Motran, Inc.	500	-0-
The Moran Group, Incorporated	30,000	-0-

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

See Attached Exhibit B

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

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

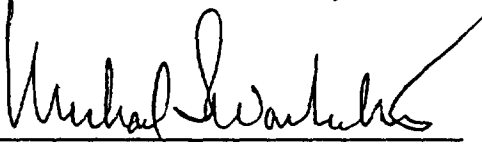
- A. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting 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.

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

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 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 HOLDING COMPANY, INC.

By: 

Michael L. Waitukaitis
Vice President

(CORPORATE SEAL)

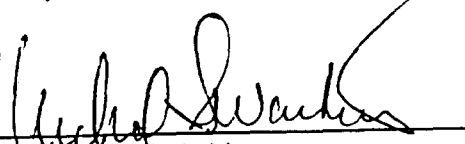
Attest:



A. Sue Rea
Assistant Secretary

IN WITNESS WHEREOF, said Motran, 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.


MOTRAN, INC.

By: 

Michael L. Waitukaitis
Vice President

(CORPORATE SEAL)

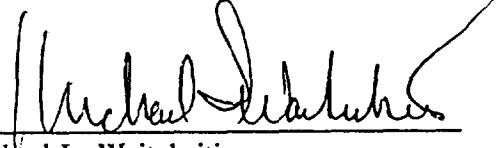
Attest:



A. Sue Rea
Assistant Secretary

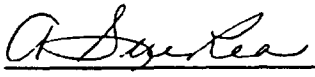
IN WITNESS WHEREOF, said The Moran Group, Incorporated, a corporation existing under the laws of the State of Missouri, has caused these articles to be executed in its name by its vice president and its corporate seal to be thereto affixed, attested by its secretary this 27, day of April, 1992.

THE MORAN GROUP, INCORPORATED

By: 
Michael L. Waitukaitis
Vice President

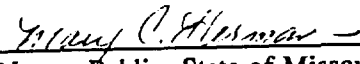
(CORPORATE SEAL)

Attest:


A. Sue Rea
Assistant Secretary

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

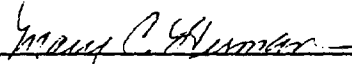
I, Mary C. Herman, a Notary Public, do hereby certify that on this 27, day of April, 1992, personally appeared before me Michael L. Waitukaitis, who, being by me first duly sworn declared that he is the Vice President of Moran Holding Company, Inc., a Missouri corporation, that he signed the foregoing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


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 Motran, Inc., a Missouri corporation, that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

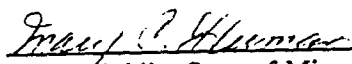


Notary Public, State of Missouri, St. Louis County

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 The Moran Group, Incorporated, a Missouri corporation, that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.



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 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-1 continued

2 of 2

EXHIBIT A-2

**JOINT ACTION BY UNANIMOUS WRITTEN CONSENT OF
THE SOLE SHAREHOLDER AND THE DIRECTORS OF
MOTRAN, 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 Motran, Inc., a Missouri corporation ("Motran"), hereby adopt by unanimous written consent the following resolutions:

RESOLVED, that the merger of Motran into Moran Holding Company, Inc., a Missouri corporation ("Moran Holding"), with Moran Holding 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 Motran with this consent, is hereby authorized and approved;

FURTHER RESOLVED, that the form of Articles of Merger between Motran and Moran Holding, 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 Motran are hereby authorized and directed to execute the Plan and the Articles of Merger on behalf of the Corporation and of Motran, 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 Motran 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 Motran 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 Motran with Moran Holding as hereinabove provided.

Dated effective March 23, 1992.

EXHIBIT A-3

**JOINT ACTION BY UNANIMOUS WRITTEN CONSENT OF
THE SOLE SHAREHOLDER AND THE DIRECTORS OF
THE MORAN GROUP, INCORPORATED**

The undersigned, Wetterau N.E. Inc., a Rhode Island 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 The Moran Group, Incorporated, a Missouri corporation ("Moran Group"), hereby adopt by unanimous written consent the following resolutions:

RESOLVED, that the merger of Moran Group into Moran Holding Company, Inc., a Missouri corporation ("Moran Holding"), with Moran Holding 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 Group with this consent, is hereby authorized and approved;

FURTHER RESOLVED, that the form of Articles of Merger between Moran Group and Moran Holding, in substantially the form presented to the sole shareholder and directors of Moran Group 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 Group are hereby authorized and directed to execute the Plan and the Articles of Merger on behalf of the Corporation and of Moran Group, 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 Group 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 Group 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 Moran Group with Moran Holding as hereinabove provided.

Dated effective March 23, 1992.

EXHIBIT B

PLAN OF MERGER

1. The Surviving Corporation is Moran Holding Company, Inc., a Missouri corporation. The Merging Corporations are Motran, Inc., a Missouri corporation and The Moran Group, Incorporated, 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.

\\corpmin\Moran\Plan.1
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