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101368796

and original documents or copy thereof.

To the Honorable Commissioner of Patents

1. Name of conveying party(ies):  
SPECTRUM NATURALS, INC.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State California  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
Name: ORGANIC FOOD PRODUCTS, INC.  
Internal Address: Suite 280  
Street Address: 1304 South Point Boulevard  
City: Petaluma State: CA ZIP: 94954

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State California  
 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

3. Nature of conveyance:  
 Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other Correction of document recorded  
03/14/2000 (to correct names)  
Execution Date: October 4, 1999

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
75/821,923  
75/821,924  
75/821,980  
75/834,326

B. Trademark registration No.(s)  
523,689 and others see attached list

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Kathryn Jennison Shultz  
Internal Address: Jennison & Shultz, P.C.  
Street Address: Crystal Plaza #1, Suite 1102  
2001 Jefferson Davis Highway  
City: Arlington State: VA ZIP: 22202

6. Total number of applications and registrations involved: ..... 29

7. Total fee (37 CFR 3.41):..... \$ 740.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
\_\_\_\_\_  
(Attach duplicate copy of this page if paying by deposit account)

05/26/2000 JSHABAZZ 00000106 75821923 DO NOT USE THIS SPACE  
01 FC:481 40.00 OP  
02 FC:482 700.00 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.*

Kathryn Jennison Shultz                      *Kathryn Jennison Shultz*                      May 11, 2000  
Name of Person Signing                      Signature                      Date

Total number of pages comprising cover sheet: 3

Trademarks: Spectrum Naturals, Inc.

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
BLUE BANNER	523,689	04/11/1950
SONNET FARMS	1,596,680	05/15/1990
VEG-OMEGA-3	1,609,232	08/07/1990
SPECTRUM NATURALS	1643,736	05/07/1991
SPECTRUM SPREAD	1,804,650	11/16/1993
AYLA'S ORGANICS	1,871,477	01/03/1995
SPECTRUM PURE COLD PRESSED	1,876,770	01/31/1995
SPECTRUM PURE PRESSED	1,877,769	02/07/1995
SPECTRAVAC COLD PRESSED	1,883,292	03/14/1995
SUPER CANOLA	2,003,989	10/01/1996
SPECTRUM NATURALS SUPER CANOLA	2,045,346	03/18/1997
SPECTRUM NATURALS WORLD CUISINE	2,045,512	03/18/1997
SPECTRUM WORLD CUISINE	2,115,477	11/25/1997
SPECTRUM ESSENTIALS	2,164,499	06/09/1998
ESSENTIAL MAX	2,164,500	06/09/1998
SKILLET SPRAY	2,170,568	06/30/1998
SPECTRUM NATURALS SKILLET SPRAY	2,183,606	08/25/1998
SEASONING SPRAY	2,204,641	11/17/1998
SPECTRUM NATURALS SEASONING SPRAY	2,228,605	03/02/1999

ONLY OLIVE SPREAD	2,242,298	04/27/1999
ESSENTIAL OMEGA SPREAD	2,261,247	07/13/1999
SPECTRUM NATURALS	2,263,228	07/20/1999
SPECTRUM NATURALS ESSENTIAL OMEGA SPREAD	2,263,299	07/20/1999
SPECTRUM NATURALS ONLY OLIVE SPREAD	2,269,108	08/10/1999
THIRD PARTY CERTIFIED ORGANIC	2,269,114	08/10/1999

<u>Trademark</u>	<u>Ser. No.</u>	<u>Filing Date</u>
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SPECTRUM ESSENTIALS DAILY ESSENTIAL FIBER	75/821,923	10/14/1999
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Miscellaneous Design (Three Flowers)	75/821,924	10/14/1999
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Miscellaneous Design (One Flower)	75/821,980	10/14/1999
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DAILY ESSENTIAL FIBER	75/834,326	10/29/1999
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ENDORSED-FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE  
OF THE STATE OF CALIFORNIA

AGREEMENT OF MERGER

OCT 20 1999

BILL JONES, SECRETARY OF STATE

This Agreement of Merger is entered into between ORGANIC FOOD PRODUCTS, INC., a California corporation (herein "Surviving Corporation") and SPECTRUM NATURALS, INC., a California corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. Each outstanding share of Merging Corporation shall initially be converted to 4,669.53 shares of Common Stock of Surviving Corporation plus such additional number of shares determined as follows:
  - (a) for each share of Surviving Corporation Common Stock issued upon exercise, in accordance with their terms, of any and all warrants or options to purchase Surviving Corporation Common Stock outstanding as of the effective date of the merger of Merging Corporation and Surviving Corporation, Surviving Corporation shall issue .000434 shares of Common Stock of the Surviving Corporation for each share of Merging Corporation; and
  - (b) in the event that the Applicable Price (as defined in Section 1.10 of the Agreement and Plan of Merger and Reorganization by and between Surviving Corporation and Merging Corporation dated as of May 14, 1999 (the "Reorganization Agreement")) exceeds \$0.75 per share (the "Baseline Price"), then for each \$0.01 per share above the Baseline Price, Surviving Corporation shall issue 27,293 shares of Common Stock of the Surviving Corporation for each share of Merging Corporation.

*provided that any such additional shares issued to Merging Corporation shareholders, together with all other shares issued to Merging Corporation shareholders, pursuant to this paragraph 2, shall not exceed eighty percent (80%) of the outstanding Common Stock of Surviving Corporation, including all outstanding options, warrants or other rights to acquire capital stock of Surviving Corporation.*
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

ORGANIC FOOD PRODUCTS, INC.

By *John Battendieri*  
John Battendieri, President

By *Richard Bacigalupi*  
Richard Bacigalupi, Secretary

SPECTRUM NATURALS, INC.

By *Neil Blomquist*  
Neil Blomquist, President

By *Jethren Phillips*  
Jethren Phillips, Secretary


**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**


John Battendieri and Richard Bacigalupi certify that:

1. They are the President and the Secretary, respectively, of ORGANIC FOOD PRODUCTS, INC., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and Shareholders of the Corporation.
3. The Shareholder approval was by the holders of 4,988,855 shares of the Corporation.
4. There is only one class of shares and the total number of shares outstanding is 7,559,021. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%).

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATE: October 4, 1999

  
\_\_\_\_\_  
JOHN BATTENDIERI, President

  
\_\_\_\_\_  
RICHARD BACIGALUPI, Secretary

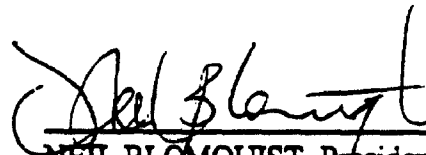
**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

Neil Blomquist and Jethren Phillips certify that:

1. They are the President and the Secretary, respectively, of SPECTRUM NATURALS, INC., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and Shareholder of the Corporation.
3. The Shareholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 5,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATE: October 4, 1999

  
\_\_\_\_\_  
NEIL BLOMQUIST, President

  
\_\_\_\_\_  
JETHREN PHILLIPS, Secretary

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SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 25 1999



*Bill Jones*

Secretary of State