

06-28-2000



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06-28-2000 AM 10:31
CFR/FINANCE

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

6-1-00

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

06 27/2000 ASCD TT 00000111 232126 75572458

01 FC:481 40.00 OP
02 FC:482 25.00 CH 100.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text" value="75/572,458"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="1,713,643"/>	<input type="text" value="1,789,339"/>	<input type="text"/>
<input type="text" value="1,721,896"/>	<input type="text" value="1,789,340"/>	<input type="text"/>
<input type="text" value="1,929,624"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Cynthia B. Stevens



5-22-00

Name of Person Signing

Signature

Date Signed

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:

"LEAF, INC.", A DELAWARE 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 THIRTY-FIRST DAY OF DECEMBER, A.D. 1997, AT 10 O'CLOCK A.M.



0224803 8100M

991338046

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9921908

DATE: 08-13-99

TRADEMARK
REEL: 002093 FRAME: 0081

CERTIFICATE OF OWNERSHIP AND MERGER

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
RECEIVED 10:00 AM 12/31/1997
981000627 - 0224803

**MERGING
LEAF, INC.
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 Laws of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares (of each class) of the stock of Leaf, Inc., a corporation incorporated on the 10th day of November, 1983, pursuant to the General Corporation Laws of the State of Delaware ("Leaf").

THIRD: That the Board of Directors of the Corporation, by the following resolutions duly adopted by the Board at its meeting on the 2nd day of December, 1997, determined to merge Leaf with and into the Corporation:

WHEREAS, Hershey Foods Corporation, a Delaware corporation (the "Corporation"), owns all of the outstanding shares of capital stock of Leaf, Inc., a Delaware corporation ("Leaf"); and

WHEREAS, the Board of Directors of the Corporation has deemed it advisable that Leaf be merged into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware;

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

FURTHER RESOLVED, that the merger shall be effective at 12:01 a.m. Eastern Standard Time on January 1, 1998;

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

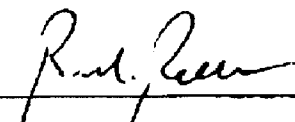
1. Upon the merger becoming effective, the separate existence of Leaf shall cease and each outstanding share of Leaf shall be cancelled.
2. Upon the merger becoming effective, the surviving corporation of the merger shall be the Corporation. The Corporation shall succeed to all of the properties, rights and other assets and shall be subject to all of the liabilities of Leaf without further action by either corporation.
3. If at any time the Corporation shall determine that additional conveyance, documents or other action is necessary to carry out the provisions of this merger, the officers and directors of Leaf 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 to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Leaf into itself and to assume Leaf's liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State prior to January 1, 1998 and to do all acts and things whatsoever, whether within or without the State of Delaware, 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 January 1, 1998.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by Robert M. Reese, its Vice President, General Counsel and Secretary, this 3rd day of December, 1997.

HERSHEY FOODS CORPORATION

By: 
Name: Robert M. Reese
Title: Vice President, General Counsel and Secretary

Wildman, Harrold, Allen & Dixon
225 West Wacker Drive
Chicago, Illinois 60606-1229
312-201-2000
312-201-2555 fax
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Wildman Harrold
Attorneys and Counselors

Cynthia B. Stevens
312-201-2875
stevens@wildmanharrold.com

May 30, 2000

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

Re: Recordation Form Cover Sheet
Conveying Party: Leaf, Inc.
Receiving Party: Hershey Foods Corporation

Dear Sir:

Enclosed for recordation please find the following:

1. Completed and signed original Recordation Form Cover Sheet;
2. Merger Document;
3. Check for \$140.00, covering the requisite filing fee; and
4. A stamped, self-addressed postcard which we request you return to us as confirmation that you have received the above-identified documents.

Sincerely,

Cynthia B. Stevens
Cynthia B. Stevens

CBS/sjt
Enclosures