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FORM PTO-1594
(Rev. 6/93)

07-27-2000

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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101415131

Attorney's Docket No. 030806-013

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

1. Name of conveying party(ies):

Conte, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State (Pennsylvania)

Other: _____

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name

Other: _____

Execution Date: April 1, 1999

Name and address of receiving party(ies):

Name: Furman Foods, Inc.

Address: P.O. Box 500

Northumberland, Pennsylvania 17857-0500

- Individual(s) Citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Pennsylvania
- 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 number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

700,623

Additional numbers attached? Yes No

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

Name: B. Parker Livingston, Jr.

Address: BURNS, DOANE, SWECKER & MATHIS, L.L.P.

P.O. Box 1404

Alexandria, Virginia 22313-1404

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 necessary

8. Deposit account number:

02-4800

07/26/2000 DNGUYEN 00000046 700623

01 FD: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.

B. Parker Livingston, Jr.
Name of Person Signing

[Signature]
Signature

June 26, 2000
Date

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

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002109 FRAME: 0452

(09/99)

**RESOLUTIONS FOR ADOPTION BY
BOARD OF DIRECTORS OF
CONTE, INC.
AT MARCH 25, 1999 MEETING**

RESOLVED, that it is in the best interest of the Corporation to accept, Effective April 1, 1999, the transfer of all of the assets and liabilities set forth in Schedule A, attached hereto, from the Corporation's parent, Furman Foods, Inc., a Pennsylvania corporation, as a contribution to the Corporation's capital.

FURTHER RESOLVED, that Article 1 of the Articles of Incorporation be amended in its entirety to read as follows:

"The name of the corporation is: Furman Foods, Inc."

FURTHER RESOLVED, that the proper officers of this Corporation are hereby authorized to execute any and all documents necessary or appropriate in order to enable the Corporation to accept the transfer of the assets and liabilities and to take any additional actions which are necessary or appropriate to the implementation of the foregoing Resolutions.

FURMAN FOODS, INC.
BOARD MEETING
March 25, 1999

EXECUTIVE SESSION:

Resolutions and Articles of Incorporations

The Board moved to transfer all of the assets and liabilities of Conte from the Corporation's parent, Furman Foods, Inc., as a contribution to the Corporation's capital and to amend Article 1 of the Articles of Incorporation to read: Furman Foods, Inc., effective April 1, 1999,

and,

The Board moved to transfer all of the assets and liabilities to the Corporation's wholly owned subsidiary, Conte, Inc., as a contribution to Conte's capital and to amend Article 1 of the Articles of Incorporation to read: Furman Farms, Inc., effective April 1, 1999, (Resolutions attached.)