



01-02-2001

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FORM PTO 1-31-92



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U.S. DEPT. OF COMMERCE PATENT AND TRADEMARK OFFICE

12-04-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #21

101567848

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Hershey Chocolate & Confectionery Corporation (as successor by merger to Homestead, Inc.)

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State - Delaware, 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: as of February 28, 1999

2. Name and address of receiving party(ies):

Name: Henry Heide, Incorporated

Internal Address: c/o Intellectual Property Department

Street Address: 5060 Ward Road

City: Wheat Ridge State: CO Zip: 80033

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State New York

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) and address(es) attached? Yes No

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

A. Trademark Application No.(s): SEE Schedule A-1 attached.

B. Trademark registration No.(s): SEE Schedule A-2 attached.

Additional numbers attached? Yes No

243197

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

Name: Martha L. Cecil-Few

Internal Address: Hershey Chocolate & Confectionery Corporation

Street Address: 5060 Ward Road

City: Wheat Ridge State: CO Zip: 80033

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$ 890.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

500934

(Attach duplicate copy of this page if paying by deposit account) (Should any additional monies be found due, please charge them to this deposit account.)

12/29/2000 DNGUYEN 00000242 500934 243197

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 850.00 CH

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.

MARTHA L. CECIL-FEW

Martha L. Cecil-Few

November 30, 2000

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet:

SCHEDULE A-2

Trademark Registration No.(s);

243,197
284,982
370,705
515,075
644,531
675,751
673,677
742,450
695,762
788,228
782,609
799,191
793,753
965,678
1,023,366
1,174,430
1,268,127
1,289,249
1,328,776
1,307,327
1,408,117
1,403,351
1,403,352
1,436,583
1,404,302
1,448,756
1,572,237
1,677,789
1,684,586
1,838,788
1,825,329
1,843,021
1,880,538
1,923,904
2,055,901

Office of the Secretary of State

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:

"HOMESTEAD, INC.", A DELAWARE CORPORATION,

WITH AND INTO "HERSHEY CHOCOLATE & CONFECTIONERY CORPORATION" UNDER THE NAME OF "HERSHEY CHOCOLATE & CONFECTIONERY CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1999, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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991072996

AUTHENTICATION: 9596519
DATE: 02-25-99

TRADEMARK
REEL: 002203 FRAME: 0639

"D"

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
HOMESTEAD, INC.
WITH AND INTO
HERSHEY CHOCOLATE & CONFECTIONERY CORPORATION**



12-04-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #25

(Pursuant to Section 253 of the
General Corporation Law of the
State of Delaware)

Hershey Chocolate and Confectionery Corporation, a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of Homestead, Inc., a Delaware corporation ("Homestead"), with and into the Company, with the Company remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "General Corporation Law"). Homestead is incorporated pursuant to the General Corporation Law.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of Homestead.

THIRD: The Board of Directors of the Company, by the following resolutions adopted on February 22, 1999, determined to merge Homestead, with and into the Company pursuant to Section 253 of the General Corporation Law:

WHEREAS, the Company owns all of the outstanding shares of capital stock of Homestead, Inc., a Delaware corporation ("Homestead"); and

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

NOW, THEREFORE, BE IT AND IT HEREBY IS

RESOLVED, that Homestead be merged with and into the Company effective as of 11:59 PM, February 28, 1999 (the "Merger");

RESOLVED, that by virtue of the Merger and without any action on the part of the holder, thereof, each then outstanding share of common stock of the company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger;

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of Homestead shall be canceled and no consideration shall be issued in respect thereof; and

RESOLVED, that the proper officers of the Company be and they hereby are authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Company, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of the State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the foregoing resolutions relating to the Merger.

FOURTH: The Company shall be the surviving corporation of the Merger.

FIFTH: The certificate of incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 23rd day of February, 1999.

HERSHEY CHOCOLATE &
CONFECTIONERY CORPORATION

By: Martha L. Cecil-Few

Name: Martha L. Cecil-Few
Office: President