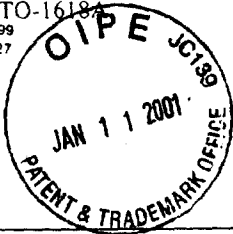


01-19-2001

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FORM PTO-16184
Expires 06/30/99
OMB 0651-0027



101594344

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

1.11 01

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
11 - 03 - 00
- Change of Name
- Other MERGER/CHANGE OF NAME

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name I. ROKEACH & SONS, INC.

Formerly _____

1134369

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

Receiving Party

Mark if additional names of receiving parties attached

Name ROKEACH FOOD CORPORATION

DBA/AKA/TA _____

Composed of _____

Address (line 1) 80 Avenue K

Address (line 2) _____

Address (line 3) NEWARK

NEW JERSEY/USA

07105

City

State/Country

Zip Code

- 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 NEW JERSEY

01/18/2001 DNGUYEN 00000252 1134369

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00/OP
600.00 DP

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

TRADEMARK
REEL: 002216 FRAME: 0133

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)

Registration Number(s)

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.

Paul J. Somelofske



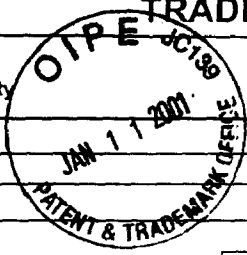
January 8, 2001

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY



Conveying Party

Enter Additional 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

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment.)

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)

Registration Number(s)

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713,692	1,068,839	126,615
380,071	250,800	207,421
1,016,234	250,918	
82,261	203,870	
640,454	1,783,540	
775,476	931,878	
757,553	1,684,552	



EXHIBIT A

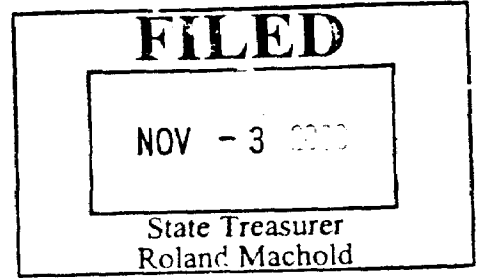
Trademark	Registration Number	Date Issued
COFFEE-LITE	1,134,369	April 29,1980
COFFEE-LITE	1,416,146	November 4, 1986
HAV-A-CUP	1,037,589	April 6, 19976
HEALTH TIME & DES.	1,646,163	May 28, 1991
MILK N' HONEY	1,468,689	December 8, 1987
MOTHER'S	867,634	April 1, 1969
MOTHER'S OWN	1,190,141	February 16, 1982
MOTHER'S OWN	1,466,463	November 24, 1987
REC. DES. & C.MED	696,499	April 19, 1960
REDI-JELLED	713,692	April 4, 1961
ROKEACH	380,071	August 6, 1940
ROKEACH	1,016,234	July 22, 1975
ROKEACH'S	82,261	June 13, 1911
ROKEACH & DES.	640,454	January 22, 1957
ROKEACH & DES.	775,476	August 18, 1964
ROKEACH & DES.	757,553	October 1, 1963
ROKEACH & DES.	1,068,839	July 5, 1977
ROKEACH & DES.	250,800	December 18, 1928
ROKEACH & DES.	250,918	December 18, 1928
NYAFAT	203,870	September 29, 1925
MOTHER'S CHOICE	1,783,540	July 20, 1993
MRS. ADLER'S	931,878	April 4, 1972
WEIGHT WISE	1,684,552	April 28, 1992

Trademark	Registration Number	Date Issued
ROKEACH-CAN	126,615	May 25, 1962
ROKEACH OLD V-CAN	207,421	May 30, 1975

EXHIBIT B



**CERTIFICATE OF MERGER
OF
I. ROKEACH & SONS, INC.
AND
ROKEACH FOOD CORPORATION**



To the Secretary of State
State of New Jersey:

Pursuant to the provisions of Section 14A:10 of the New Jersey Business Corporation Act, it is hereby certified that:

FIRST: The names of the merging corporations are I. Rokeach & Sons, Inc. ("IRS"), which is a business corporation organized under the laws of the State of New Jersey, and Rokeach Food Corporation ("Rokeach"), which is a business corporation organized under the laws of the State of New Jersey.

SECOND: Attached hereto and made a part hereof is the Agreement and Plan of Merger for merging IRS with and into Rokeach as approved by the Board of Directors of each of said corporations.

THIRD: The number of shares of IRS which were entitled to vote at the time of the approval of the Agreement and Plan of Merger by its shareholders is 100, all of which are of one class.

All of the shareholders entitled to vote of the aforesaid corporation approved the Agreement and Plan of Merger pursuant to their written consents without a meeting of shareholders; and the number of shares represented by such consents is 100. The date of said consents and approval was Nov. 3, 2000.


FOURTH: The number of shares of Rokeach which were entitled to vote at the time of the approval of the Agreement and Plan of Merger by its shareholders is 100, all of which are of one class.

The sole shareholder of the aforesaid corporation entitled to vote approved the Agreement and Plan of Merger pursuant to its written consent without a meeting of shareholders; and the number of shares represented by such consent is 100. The date of said consent and approval was Nov. 3, 2000.

FIFTH: Rokeach will continue its existence as the surviving corporation under its present name pursuant to the provisions of the New Jersey Business Corporation Act.

Executed on this 3rd day of Nov., 2000.

I. ROKEACH & SONS, INC.

By: 
Name: Victor Ostreicher
Title: President

ROKEACH FOOD CORPORATION

By: 
Name: Victor Ostreicher
Title: President



AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER approved on Nov. 3, 2000 by I. Rokeach & Sons, Inc., a business corporation organized under the laws of the State of New Jersey ("IRS"), and by its Board of Directors on said date, and approved on Nov. 3, 2000 by Rokeach Food Corporation, a business corporation organized under the laws of the State of New Jersey ("Rokeach"), and by its Board of Directors on said date.

1. IRS and Rokeach shall, pursuant to the provisions of the New Jersey Business Corporation Act, be merged with and into a single corporation, to wit, Rokeach, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the New Jersey Business Corporation Act. The separate existence of IRS, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease upon the effective date of the merger in accordance with the provisions of the New Jersey Business Corporation Act.

2. The certificate of incorporation of Rokeach upon the effective date of the merger shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

3. The by-laws of Rokeach upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

4. The directors in office of Rokeach upon the effective date of the merger shall be the members of the first Board of Directors of the surviving corporation, and the officers in office of Rokeach upon the effective date of the merger shall be the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the non-surviving corporation shall, upon the effective date of the merger, be canceled (Rokeach is the 100% direct parent of IRS). The issued shares of common stock of the surviving corporation shall not be converted in any manner, but each said share of common stock which is issued as of the effective

date of the merger shall continue to represent one issued share of the common stock of the surviving corporation.

6. The merger of IRS into Rokeach shall be authorized in the manner prescribed by the provisions of the New Jersey Business Corporation Act, and the Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of each of IRS and Rokeach for their approval or rejection in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

7. In the event that the merger of IRS into Rokeach and this Agreement and Plan of Merger shall have been approved in the manner prescribed by the provisions of the New Jersey Business Corporation Act, IRS and Rokeach hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Jersey, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of IRS and Rokeach, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.


9. The parties intend that the merger of IRS with and into Rokeach shall be treated as a liquidation of IRS its parent pursuant to Section 332 of the Internal Revenue Code of 1986, as amended.

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

ROKEACH FOOD CORPORATION

I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office
November 3, 2000
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
6th day of November, 2000



Roland M Machold

Roland M Machold
Treasurer