

REC
TR

02-22-2001

Docket No.:



Tab settings

To the Honorable Commissioner of Patents and

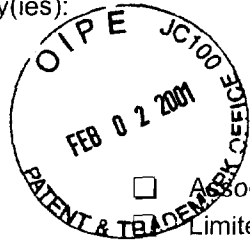
101619579

d original documents or copy thereof.

1. Name of conveying party(ies):

BDH Two, Inc.

2-2-01



- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: December 27, 2000

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

Name: B D S Two, Inc.

Internal Address: _____

Street Address: 2711 Centerville Road, Suite 202

City: Wilmington State: DE ZIP: 19808

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

See Attached Schedule A

B. Trademark Registration No.(s)

See Attached Schedule A

Additional numbers Yes No

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

Name: Cory M. Amron, Esquire

Internal Address: Vorys, Sater, Seymour and Pease LLP

Street Address: 1828 L Street, N.W.

11th Floor

City: Washington State: DC ZIP: 20036

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:

02-1451

DO NOT USE THIS SPACE

02/22/2001 AAPMED1 00000112 021451 75812572

01 FC:481 40.00 CH
02 State and District Fee

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.

Cory M. Amron

Name of Person Signing

Cory Amron

Signature

February 2, 2001

Date

Total number of pages including cover sheet, attachments, and

12

SCHEDULE A

BDH, TWO

Federal Marks - Pending
(Borden/Elsie/Cow's Head)

Trademark Name	Appl Number	File Date	Reg Number	Reg Date	Renewal Date	Class	Goods	Status
BORDEN	75/812572	10/01/1999				1,16,17,2 9,30,32	Adhesives And Wood Fillers For Construction And Repair (1) Adhesives For Stationery And Household Purposes (16) Adhesives For Industrial Use (17) Milk An Milk Products, Cream, Ice Cream, Sorbet, Frozen Yogurt, Powdered, Evaporated And Condensed Milk, Butter, Cheese, Cream-Cheese, Cottage Cheese, Sour Cream, Eggnog, Liquid And Powdered Non-Dairy Coffee Creamer, Vegetable Flakes, Dehydrated Soup Mixes, Soup Bases, Soup Stocks, Liquid Or Concentrated Broth Or Bouillon, Bouillon Cubes, Granulated Bouillon And Dehydrated Broth, Popcorn, Crackers, Pretzels, Potato Chips, Puffed Corn Snacks (29) Pasta And Noodles, Tomato And Non-Tomato Based Sauces (30) Lemon, Lime, Fig And Prune Juice And Concentrates, Condensed Lemon Juice, Coffee, Fruit Juice (32) Cheese	Pending
ELSIE'S KITCHEN	75/703923	05/06/1999				29	Cheese	Published
NEW ELSIE BORDEN COW HEAD &	75/747000	07/09/1999				29	Cheese	Pending

02/01/01 - 8787049.3

SCHEDULE A

BDH, TWO

Federal Marks - Registered
(Borden/Elsie/Cow's Head)

Trademark Name	Appl Number	File Date	Reg Number	Reg Date	Renewal Date	Class	Goods	Status
BORDEN (CORPORATE LOGO) & ELSIE	436,776	09/25/1972	969728	10/02/1973	10/02/2003	29, 30, 32	Cheese, Fluid Milk, Yogurt, Ice Cream, Candy, Frozen Confections, Cheese Dips, Orange Juice And Condensed Milk. (Us Class 46).	Renewed
BORDEN LOGO	74/467277	12/08/1993	1877765	02/07/1995	02/07/2005	29, 30	Potato Chips" In International Class 29; Corn Chips, Tortilla Chips, Pretzels, Popped Popcorn, Cheese Flavored Corn Puffs, Onion Flavored Corn Rings And Snack Food Mix Containing Pretzels, Cereal Based Crackers And Chips And Cheese Flavored Corn Twists" In International Class 30	Registered
BORDEN LOGO WITH COW	74/351841	01/25/1993	1905115	07/11/1995	07/11/2005	32	Orange Juice; Apple Juice; And Fruit Flavored Drinks	Registered
BORDEN LOGO WITH COW'S HEAD	74/801880	01/25/1993	1859074	10/18/1994	10/18/2004	29, 30	Cheese, Cheese Food And Cheese Food Spread; Cheese Substitute; Milk; Chocolate Milk; Buttermilk; Vegetable-Based Chocolate Beverage; Eggnog; Imitation Eggnog; Cottage Cheese; Sour Cream; Sour Half-And-Half; Ready-Made Sour Cream Dips; Whipping, Light, Heavy, Table And Coffee Creams; Non-Dairy Coffee Creamer; Whipped Cream Topping; Half-And-Half; Yogurt; Butter; And Margarine In Class 29 (U.S. Cl. 46) First Use 9-1-1993; In Commerce 9-1-1993 Ice Cream; Sherbet; Frozen Yogurt; Ice Milk; Frozen Confections Made From Ice Cream; And Vegetable-Based Non-Dairy Ice Cream Substitutes. In Class 30 (U.S. Cl. 46) First Use 8-1-1993; In Commerce 8-1-1993 Owner Of U.S. Reg. Nos. 397,158, 921,370, And Others	Registered

SCHEDULE A

BDH, TWO

Federal Marks - Registered

(Borden/Elsie/Cow's Head)

BORDEN (CORPORATE LOGO)	359758	05/15/1970	921370	10/05/1971	10/05/2001	1, 2, 3, 4, 5, 7, 9, 11, 16, 17, 19, 20, 21, 24, 25, 27, 29,	Plastic Composition Material For Surfacing Playgrounds And Areas; Special Adhesives For Use As A Masonry Sealer; Two-Component Materials Consisting Of A Binding Liquid And Powdered Aggregate, Used As A Coating For The Finishing Of The Surface Of Insulation Material; Tape For Use On Pipe Threads; Flooring Mastic For Concrete, Metal, Wood, And Other Flooring Surfaces; Metallic Patching And Repairing Pastes For Metal. (Us Class 12). Date Of First Use: October, 1969. Kitchen Colanders; Plastic Dust Pans; Sprinkler Fittings For Garden Hose> (Us Class 13). Date Of First Use: May, 1970. Dry Lubricants For General Use; Penetrating Oil; Mineral Wax; And Silicone Lubricants. (Us Class 15). Date Of First Use: May, 1970. Inks For General Use: Stencil Inks In Bulk And Aerosol Form; Printing And Lithographic Inks. (Us Class 11). Date Of First Use: October 16, 1969. Spray Coating For Preservation And Protection Of Metal, Wood, Paper, And Leather; Metal Primer To Stop Rust And Prevent Corrosion; Lacquers, Varnishes, Paints, And Enamels. (Us Class 16). Date Of First Use: February 28, 1969. Modified Caseins And Caseinates For Industrial Use; Synthetic Resin Emulsions; Formaldehyde; Chlorine For Sanitizing; Livestock Spray; Rust Preventatives; Room Deodorants; Herbicides; Insecticides; Synthetic Organic Nitrogen; Battery Acid And Sulfuric Acid; Diagnostic Reagents For Laboratory Use. (Us Class 6). Date Of First Use: November 26, 1969. Medicines And Pharmaceutical Preparations; Mineral, Vitamin, And Other Feed Supplements For Livestock And Poultry, Medicated Additives For The Bath, Medicated Skin Ointments And Creams, Medicated Skin Powder, And Therapeutic Preparations For Infants And Invalids Prepared From Whole Milk, Skim Milk, Lactose, Crystalline Vitamin B1, Cod Liver Oil Concentrate And Ferric Citrate. (Us Class 18). Date Of First Use: July 9, 1969. Oilcloth; Linoleum; Vinyl Wall Covering, And Wallcovering With Fabric Backing To Which A Protective And Decorative Vinyl, Acrylic, Oil, Or Other Polymeric Coating Has Been Applied. (Us Class 20). Date Of First Use: July 10, 1969. Plastic Cups And Lids; Plastic Drinking Tumblers; Plastic Drinking-Glass Coasters; Plastic Food Mixing Bowls; Plastic Compartmented Trays; Plastic Bags-Namely, Trash-Can Liner Bags, Food Protection Bags, And Ice-Cube Bags. (Us Class 2). Date Of First Use: January 9, 1969. Automatic Ice-Cream Cone Machine And Parts Thereof; Combination Cheese Slicers And Storage Containers For Cutting And Storing Block Cheeses; Spoon-Type Kitchen Scoops Made Of Plastic. (Us Class 23). Date Of First Use: September 4, 1969. Clothes Pins Made Of Plastic And Sprinkling Cans For Dampening Clothes. (Us Class 24). Date
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SCHEDULE A

BDH, TWO

Federal Marks - Registered

(Borden/Elsie/Cow's Head)

BORDEN
(CORPORATE
LOGO) -

Continued

Renewed

Date Of First Use: January 9, 1969. Automatic Ice-Cream Cone Machine And Parts Thereof; Combination Cheese Slicers And Storage Containers For Cutting And Storing Block Cheeses; Spoon-Type Kitchen Scoops Made Of Plastic. (Us Class 23). Date Of First Use: September 4, 1969. Clothes Pins Made Of Plastic And Sprinkling Cans For Dampening Clothes. (Us Class 24). Date Of First Use: November 24, 1969. Plastic Ice-Making Trays. (Us Class 31). Date Of First Use: November 24, 1969. Optical Comparator For Identifying A Woman's Complexion Color By Comparison With Established Color Standard; Can-Testing Machines; Apparatus In The Nature Of A Scope Containing Means For Providing Color Standard And Color Comparison Of Cosmetics; Measuring Spoons And Measuring Cups, All Composed Of Thermoplastic And/Or Thermosetting Resins. (Us Class 26) Date Of First Use: January 9, 1969. Mucilage, Adhesive Cement Gums, Paste, And Casein Glue; Rubber And Synthetic Resins Adhesives; Pressure-Sensitive Tape; Adhesives For Installing Tile And Linoleum; Industrial Adhesives; And Core Binders. (Us Class 5). Date Of First Use: November 26, 1969. Plastic Wrapping And Packaging Film. (Us Class 37). Date Of First Use: December 31, 1969. Monthly Publication. (Us Class 38). Date Of First Use: September, 1968. Disposable Baby Diapers; Infants Tissue Diapers And Plastic Diaper Panties; Shoe Welting; Plastic Gloves; Plastic Aprons. (Us Class 39). Date Of First Use: December 9, 1969. Plastic Sheeting And Vinyl-Coating Fabrics For Such Use As Shower Curtains, Crib Sheets, Table Cloths And Draperies. (Us Class 42). Date Of First Use: July 3, 1969. Prepared Mixes For Making Soft Drinks; Orange And Lime Soft Drinks, Non-Carbonated; Summer Soft Drink Preparations, Flavorings, Extracts And Syrups; Frozen Concentrate For Lemonade, Limeade, Pink Lemonade, And Orangeade. (Us Class 45). Date Of First Use: May 31, 1969. Fluid Milk, Skim Milk, Cream, Egg Nog, Butter, Ice Cream, Ice Milk, Sherbet, Water Ices, Frozen Confections, Yogurt And Eggs, Evaporated And Condensed Milk, Malted Milk, Milk Shakes, Cottage Cheese, Various Cheeses, Processed Cheeses, Cheese Foods And Cheese Spreads; Milk-Based Dietary Foods, Powdered Milk And Powdered Skim Milk, Infant Formulae; Stabilizers, Emulsifiers And Flavoring For Dairy Products, Food Flavoring Concentrates, And Vitamin And Mineral Products For Fortifying Food Products; Filled Or Imitation Milk, Cream, Sour Cream; Margarine, Vegetable Fat Milk Shakes, Puddings And CANNED DESSERTS; CLACE FRUITS, DRIED AND CANNED FRUITS, FRUIT JUICES AND PIE FILLINGS, MINCE MEATS,

SCHEDULE A

BDH, TWO

Federal Marks - Registered
(Borden/Elsie/Cow's Head)

BORDEN
(CORPORATE
LOGO) -

Continued

Renewed

Canned Desserts; Clace Fruits, Dried And Canned Fruits, Fruit Juices And Pie Fillings, Mince Meats, Canned Vegetables And Vegetable Juices, Canned Stew And Hash, Prepared Rice And Pasta Dinners, Pre-Cooked And Frozen Meat And Fish Products, Canned Sea Food And Sea Food Products; Dried Soups And Flavors Therefor; Dried Potato Flakes; Powdered Soft Drink Mixes; Bottled And Canned Pickles, Relish And Peppers; Peanut Butter, Jelly, Jam And Preserves; Mayonnaise And Salad Dressings; Coffee, Coffee Products And Coffee Lightener; Pet Foods, Special-Purpose Pet Food Supplements, Soy Bean Oil Meal For Animals And Animal Milk Replacers; And Marshmallows, Popcorn, Biscuits, Cakes And Pastries, Melba Toast, Crackers, Filled Crackers And Cookies, Pretzels, Potato Chips, Snack Chips And Puffs, Bread Sticks And Crumbs, And Cones For Use With Ice Cream; And Various Other Goods. (Us Class 46). Date Of First Use: May, 1968. Garment Hangers; Flexible Friction Mats For Sinks And Bathtubs; Snapon Type Plastic Bottle Closures; Plastic Drinking Straws; Plastic Floor Runners; Self-Adhering Plastic Film Sold In Roll Form For Decorative Purposes. (Us Class 50). Date Of First Use: July 10, 1969. Flexible Transparent Vinyl Plastic Sheets; Plastic Sheeting Backed With Rubber Or Polyurethane Foam; Thermoplastic Synthetic Covering For Furniture, Books, Card Tables, And For Other Protective Or Decorative Home Applications; Laminated Vinyl Film, Sold In Rolls And Sheets, For General Use In Industrial Arts; Synthetic Resins For Use As A Molding And Casting Compound. (Us Class 1). Date Of First Use: August 20, 1969. Organic And Chemical Fertilizers. (Us Class 10). Date Of First Use: November 5, 1968. Acid Cleaner For Milk Stone And Waterstone Removal From Food Processing Equipment; Acid Modified Synthetic Detergent For Industrial Use; House Detergent In Liquid Form; Cleaning Preparation For Removing Contact Cement From Brushes And Tools; Synthetic Detergent Cleaner For Household, Commercial, And Industrial Use; Combined Preparation For Cleaning And Cleaner; Cleaner, Sanitizer, And Deodorant Used Primarily On Dairy Farms And For Food Processing Equipment And Establishments, Hair Shampoo; Toilet Soap. (Us Class 52). Date Of First Use: March 11, 1968.

SCHEDULE A

BDH, TWO

Federal Marks - Registered
(Borden/Elsie/Cow's Head)

BORDEN BRINGS THE DAIRY HOME	75/716508	05/25/1999	2400981	10/31/2000	10/31/2010	29	Cheese	Registered
BORDEN HOME WALLCOVERINGS	538343	05/17/1985	1385315	03/04/1986	03/04/2006	27	Vinyl Wallcoverings. (Us Class 20).	Registered
BORDENSTYLE!	74/630451	02/06/1995	2016358	11/12/1996	11/12/2006	27	Vinyl Wallcoverings	Registered
DESIGN OF COW'S HEAD	74/801879	01/25/1993	1860207	10/25/1994	10/25/2004	29, 30	Cheese, Cheese Food And Cheese Food Spread; Cheese Substitute; Milk; Chocolate Milk; Buttermilk; Vegetable Based Chocolate Food Beverage; Egnog; Egnog; Imitation Egnog; Cottage Cheese; Sour Cream; Sour Half-And Half; Ready Made Sour Cream Dips; Whipping, Light, Heavy, Table And Coffee Creams; Non-Dairy Coffee Creamer; Whipped Cream Topping; Half -And-Half; Yogurt; Butter; And Margarine Non-Dairy Coffee Creamer; Whipped Cream Topping; Half-And-Half; Yogurt; Butter; And Margarine Ice Cream; Sherbet; Frozen Yogurt; Ice Milk; Frozen Confections Made From Ice Cream; And Vegetable-Based Non-Dairy Ice Cream Substitutes	Registered
ELSIE	231036	10/22/1965	810861	07/05/1966	07/05/2006	30	Ice Cream. (Us Class 46).	Renewed
ELSIE	74/801881	01/25/1993	1857137	10/04/1994	10/04/2004	29, 30	Cheese; Cheese Food And Cheese Food Spread; Cheese Substitute; Milk; Chocolate Milk; Buttermilk; Vegetable-Based Chocolate Food Beverage; Egnog; Imitation Egnog; Cottage Cheese; Sour Cream; Sour Half-And-Half; Ready-Made Sour Cream Dips; Whipping, Light, Heavy, Table And Coffee Creams; Non-Dairy Coffee Creamer; Whipped Cream Topping; Half-And-Half; Yogurt; Butter; And Margarine Ice Cream; Sherbet; Frozen Yogurt; Ice Milk; Frozen Confections Made From Ice Cream; And Vegetable-Based Non-Dairy Ice Cream Substitutes.	Registered
ELSIE (DESIGN PLUS OVAL)	463642	09/25/1943	405706	02/15/1944	02/14/2004	30	Cottage Cheese, Butter Ice Cream And Fresh Milk. (Us Class 46).	Renewed
ELSIE DESIGN (COW HEAD DESIGN)	576309	03/30/1949	529468	08/22/1950	08/22/2010	30	Fluid Milk, Heavy Cream, Light Cream, Egnog Mix, Ice Cream, Ices, A Frozen Confection Comprising Ice Cream On A Stick, Evaporated Milk, Mince Meat, Dry Milk, Cheese, Cheese Spreads, Malted Milk, Mix For Making Chocolate Drinks, Dog Food Meal, And Nutritional Foundations For Poultry Feed Mashers Containing Select Materials From Fish, Milk, And Other Natural Source Ingredients. (Us Class 46)	Renewed

TRADEMARK

REEL: 002241 FRAME: 0183

SCHEDULE A

BDH, TWO

Federal Marks - Registered
(Borden/Elsie/Cow's Head)

ELSIE DESIGN (DAISY)	440908	02/24/1941	397158	08/25/1942	08/25/2002	30	Fluid Milk. (Us Class 46).	Renewed
GAIL BORDEN Stylized Letters	71/007,815	06/10/1905	52,243	05/01/1906	09/02/2006	29	Condensed Milk	Renewed
GAIL BORDEN EAGLE BRAND & REP	71/129487	03/10/1920	137955	12/14/1920	12/14/2000	29	Dairy Products-Namely, Milk And Cream, Either Whole Or Skimmed, Sterilized, Homogenized, Condensed, Evaporated, Concentrated Or Desiccated, With Or Without Other Ingredients. (Us Class 46).	Renewed
GAIL BORDEN SIGNATURE	180626	06/28/1991	1689184	05/26/1992	05/26/2002	29	Fluid Milk (U.S. Class 46)	Registered
IF IT'S BORDEN IT'S GOT TO BE	48287	04/02/1975	1042420	06/29/1976	06/29/2006	29	Milk And Cheese. (Us Class 46).	Renewed
IF IT'S BORDEN IT'S GOT TO BE	612134	07/30/1986	1504138	09/13/1988	09/13/2008	29, 30, 32	Milk, American And Swiss Pasteurized, Processed Cheeses And Cheese Spreads, Potato Chips, Onion Rings, Pork Rinds, Sweetened Condensed Milk, Minceat, Coffee Creamers, Jams, Jellies, Mayonnaise, Fruit Preserves, Peanut Butter, Salad Dressing And Sandwich Spread (Composed Of Mayonnaise And Other Ingredients), Soups, Bouillons, And Canned Seafood. (Us Class 46). Sauces Excluding Apple Sauce And Cranberry Sauce, Ice Cream, Frozen Confections, Chocolate Candies, Tortilla Chips, Corn Chips, Pretzels, Popped Popcorn, Melba Toast And Cheese Flavored Baked Corn Puffs, Cakes, Pies, Brownies And Cracker Sandwiches, Iced Tea Mixes. (Us Class 46). Fruit Juice Drinks, Fruit Flavor Drink Mixes For Making Fruit Juice Drinks. (Us Class 45).	Registered
IF IT'S BORDEN, IT'S GOT TO BE	454209	11/25/1983	1344828	06/25/1985	06/25/2005	29	Corn Syrup Based Cream Substitute. (Us Class 46).	Registered
IF IT'S BORDEN-IT'S GOT TO BE	480909	05/18/1984	1335708	05/14/1985	05/14/2005	29	Salad Dressing, Mayonnaise, Sandwich Spread, Jams And Jellies, Peanut Butter, Canned Fruits And Vegetables (Us Class 46).	Registered
LADY BORDEN	631,044	06/11/1952	572693	03/31/1953	03/31/2003	30	Ice Cream. (Us Class 46).	Renewed
LADY BORDEN & DESIGN	74/393,659	05/24/1993	1893711	05/09/1995	05/09/2005	30	Ice Cream	Registered
REP OF ELSIE IN DAISY DESIGN	103091	08/22/1960	733493	06/26/1962	06/26/2002	29	Instant Whipped Potatoes. (Us Class 46).	Renewed

TRADEMARK

REEL: 002241 FRAME: 0184

SCHEDULE A

BDH, TWO

Federal Marks - Registered

(Borden/Elsie/Cow's Head)

REP OF ELSIE IN DAISY DESIGN	17152	10/09/1956	647,962	07/02/1957	07/02/2009	29	Sweetened Condensed Milk And Cheese. (Us Class 46).	Renewed
SIGNATURE QUALITY-GAIL BORDEN and DESIGN	72/163,799	03/04/1963	766,021	03/03/1964	03/03/1984	29	Cheese	Renewed

02/01/01 - 8787049.2

TRADEMARK
REEL: 002241 FRAME: 0185

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 MERGER, WHICH MERGES:

"BDH TWO, INC.", A DELAWARE CORPORATION,

WITH AND INTO "B D S TWO, INC." UNDER THE NAME OF "B D S TWO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

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



2276989 8100M

001653626

A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0886585

DATE: 12-29-00

TRADEMARK
REEL: 002241 FRAME: 0186

CERTIFICATE OF MERGER

OF

BDH TWO, INC.

AND

B D S TWO, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) BDH Two, Inc., which is incorporated under the laws of the State of Delaware; and

(ii) B D S Two, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is B D S Two, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of B D S Two, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

2711 Centerville Road
Suite 202
Wilmington, DE 19808

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the

aforesaid constituent corporations.

7. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 27, 2000.

Dated: December 27, 2000

BDH Two, Inc.

By:



Alyssa A. Anton, Vice President

Dated: December 27, 2000

B D S Two, Inc.

By:



Alyssa A. Anton, Vice President

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