

COVER SHEET
08-23-2001

To the Honorable Commissioner of Patents

1. Name of conveying party(ies):

Heluva Good Cheese Inc.

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

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

3. Nature of conveyance:

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

Execution Date: December 29, 2000

Name: Heluva Good LLC

08-08-2001

Internal Address:

Street Address: 6551 Pratt Street

City: Sodus State: NY ZIP: 14551

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

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): 15

A. Trademark Application No.(s)
(see attachment)

B. Trademark Registration No.(s)
(see attachment)

Additional numbers attached? Yes No

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

Name: Molly Buck Richard

Internal Address: Strasburger & Price, L.L.P.

Street Address: 901 Main Street, Suite 4300

City: Dallas State: TX ZIP: 75202

6. Total number of applications and registrations involved: 15

7. Total fee (37 CFR 3.41) \$390.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 19-4547

(Attach duplicate copy of this page if paying by deposit account)

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.*

Molly Buck Richard

August 8, 2001

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 7

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

08/22/2001 TDI A21 00000148 373586

01 FC:481

40.00 OP

02 FC:482

350.00 OP

TRADEMARKS TO BE ASSIGNED

<u>MARK</u>	<u>REGISTRATION/SERIAL NO.</u>
HELUVA CHEESE	375,586
ONE TASTE IS WORTH A THOUSAND WORDS and Design	741,369
HELUVA	895,171
Miscellaneous Design	897,942
FATHER TIME'S	1,593,212
ONE TASTE IS WORTH A THOUSAND WORDS	1,602,581
FATHER TIME, PRES. GEO. EXPERIENCE, SEC. DEATH & TAXES, TREAS.	1,635,602
HELUVA GOOD	1,968,188
DARN GOOD	74/699,676
RIB TICKLIN'	2,002,752
HELUVA GOOD COUNTRY GOURMET	2,428,638
COUNTRY GOURMET	2,132,699
YOU'LL LOVE IT. WE SWEAR.	2,274,822
BLOOMING	76/079,517
BODACIOUS	76/267,045

CERTIFICATE OF MERGER

MERGING

HELUVA GOOD CHEESE INC.

WITH AND INTO

HELUVA GOOD LLC

The undersigned Delaware limited liability company, acting pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "LLC Act") and Section 264 of the Delaware General Corporation Law (the "DGCL")

DOES HEREBY CERTIFY:

FIRST: That the name and jurisdiction of organization or formation of the constituent entities are as follows:

<u>Name</u>	<u>Jurisdiction of Organization or Formation</u>
Heluva Good Cheese Inc.	a Delaware corporation
Heluva Good LLC	a Delaware limited liability company

SECOND: That Heluva Good Cheese Inc. (the "Company") and Heluva Good LLC ("Newco") have entered into an Agreement and Plan of Merger (the "Merger Agreement"), dated as of December 29, 2000, providing for the merger of the Company with and into Newco, pursuant to the provisions of the DGCL and the LLC Act. The Merger Agreement has been approved, adopted, certified, executed and acknowledged in accordance with Sections 264(c) and 228 of the DGCL, in the case of the Company, and Sections 18-204 and 18-209 of the LLC Act, in the case of Newco.

THIRD: That the name of the Delaware limited liability company surviving the merger (the "Surviving Entity") is "Heluva Good LLC".

FOURTH: That the merger of the Company with and into Newco shall be effective upon the filing of this Certificate of Merger with the Secretary of the State of Delaware.

FIFTH: That the executed Merger Agreement is on file at the place of business of the Surviving Entity at: c/o Crowley Foods, Inc., 95 Court Street, P.O. Box 549, Binghamton, NY 13902-0549. A copy of the Merger Agreement will be provided by the Surviving Entity, upon request and without cost, to any member of any Delaware limited liability company or to any person holding an interest in the Company or Newco.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of this 29th day of December, 2000 by an authorized person of the surviving limited liability company.

HELUVA GOOD LLC, by its Manager,
Crowley Foods, Inc.

By: Martin J. Margherio
Name: MARTIN J MARGHERIO
Title: Authorized Person