

REI
T

09-28-2001

U.S. Patent & TMO/TM Mail Rpt Dt #71

HEI
L

10-11-2001



CE
ice

To the Honorable Commissioner of Patents & Trademarks

101871092

1. Name of conveying party(ies):

Kemps Foods, Inc.

09/28/01

- 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: September 25, 2001

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

Name: Kemp's Foods, LLC

Internal Address:

Street Address: 1801 Hempstead Road

City: Lancaster State: PA ZIP: 17604

- 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): 16

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: 16

7. Total fee (37 CFR 3.41) \$415.00

- 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

September 28, 2001

Name of Person Signing

Signature

Date

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

40.00 0P
375.00 0P

10/10/2001 LHMUELLER 01000113 1232924

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

TRADEMARK
REEL: 002381 FRAME: 0343

Kemps Foods, LLC – U.S. Trademark Registrations

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
CHIEF CRUNCHIE	1,232,924	03/29/83
COOL IT	1,219,329	12/07/82
DELECTO and Design	848,295	04/30/68
ELI LINDEMUTH'S	1,245,939	07/19/83
GIGGLE POPS	1,751,438	02/09/93
GREEN'S	1,722,207	10/06/92
GREEN'S MAXIMUM	2,348,310	05/09/00
NOBODY'S FUSSIER	1,351,965	07/30/85
PENN FARMS	873,930	07/29/69
PENN FARMS and Design	1,501,527	08/23/88
PENSUPREME (Stylized)	1,212,600	10/12/82
SLEEK	873,919	07/29/69
SLEEK	1,215,021	11/02/82
TUCQUAN SPRING	1,319,736	02/12/85
VALLEY PAK	1,384,529	02/25/86

Kemps Foods, LLC – U.S. Trademark Applications

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
MILK TO GO	75/603,159	Dec 10 1998

State of Delaware

Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"KEMPS FOODS, INC.", A DELAWARE CORPORATION,

WITE AND INTO "KEMPS FOODS, LLC" UNDER THE NAME OF "KEMPS FOODS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2001, AT 9:44 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3437911 B100M

AUTHENTICATION: 1357571

010473578

DATE: 09-25-01

FROM W & C LLP N.Y.

(MON) 9. 24 '01 17:28/17:27/NO. 4863796671 P 16

STATE OF DELAWARE
SECRETARY OF STATE
FILED 09:14 AM 09/25/2001
010473578 - 3437911

CERTIFICATE OF MERGER

MERGING

KEMPS FOODS, INC.

WITH AND INTO

KEMPS FOODS, 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>
Kemps Foods, Inc.	a Delaware corporation
Kemps Foods, LLC	a Delaware limited liability company

SECOND: That Kemps Foods, Inc. (the "Company") and Kemps Foods, LLC ("Newco") have entered into an Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 25, 2001, 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(e) 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 "Kemps Foods, 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,

FROM CORPORATION TRUST WILM. TEAM #4
(TUE) 9. 25 '01 11:48/11:47/NO. 4863796671 P 9

FROM W & C LLP N.Y.

(MON) 9. 24 '01 17:29/ST. 17:17/NO. 4863504455 P 17

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.

* * * * *

see page 4 of 4 (Newco)

(TUE) 9. 25 '01 12:10/ST. 12:08/NO. 4862164488 P 10

FROM W&C LLP NY FAX DEPT

FROM W & C LLP N.Y.

(MON) 9. 24 ' 01 17:29/ST. 17:17/NO. 4863504455 P 18

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of this 25th day of September, 2001 by an authorized person of the surviving limited liability company.

KEMPS FOODS, LLC, by its Manager,
Crowley Foods, Inc.

By: Martin J. Maglieri
Name: Martin J. Maglieri
Title: President and Chief Executive Officer
