09-12-2002 U.S. DEPARTMENT OF COMMERCE SHEET Patent and Trademark Office 102219230 rease record the attached original documents or copy thereof. To the Honorable Commissione Name of conveying party(ies): Name and address of receiving party(ies): -9-02 Gran'Pa Don's Acquisition, Inc Name: Fletcher's Fine Foods, Inc. Internal Address: Individual(s) Association General Partnership Limited Partnership Street Address: 502 Boundary Blvd. Corporation-State of Oregon Zip: 98001 City: Algona State: WA Other Yes No Additional name(s) of conveying party(ies) attached? ☐ Individual(s) citizenship Association 3. Nature of conveyance: General Partnership Assignment ☐ Limited Partnership Security Agreement Change of Name □ Corporation State of Washington Other Other Execution Date: August 15, 2001 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) ☐ Yes 🖂 No Additional name(s) & address(es) attached? 4. Application number(s) or registration number(s): B. Trademark Registration No.(s) A. Trademark Application No.(s) See Schedule A attached hereto □No Additional numbers attached? X Yes 5. Name and address of party to whom correspondence Total number of Registrations ..... concerning document should be mailed: 7. Total fee (37 CFR 3.41) Name: Paul Meier Internal Address: Ryan, Swanson & Cleveland, PLLC Authorized to be charged to deposit account 8. Deposit account number: Street Address: 1201 Third Avenue, Suite 3400 City: Seattle State: WA Zip: 98101-3034 (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.

Paul Meier

318563.0

Name of Person Signing

09/12/2002 LMUELLER 00000084 1232072

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40.00 DB

## SCHEDULE A Trademarks

Trademark	Registration Number
Bavarian Forest	1232072
Gran'Pa Don's	1200567
Gran'Pa Don's Real Food For the Frontier Premium Quality	2133914
Smokin' Oak	1206366

317950.01



## ARTICLES OF MERGER

## GRAN'PA DON'S ACQUISITION, INC., AN OREGON CORPORATION WITH FLETCHER'S FINE FOODS, INC., A WASHINGTON CORPORATION

Pursuant to the provisions of ORS 60.494 and RCW 23B.11.050, the undersigned corporations hereby submit the following Articles of Merger merging Gran'pa Don's Acquisition, Inc., an Oregon corporation with and into its parent, Fletcher's Fine Foods, Inc., a Washington corporation ("Surviving Corporation").

- 1. A copy of the Plan of Merger is attached hereto as **Exhibit A**.
- 2. The Plan of Merger was duly approved and adopted by the Board of Directors of the Surviving Corporation pursuant to ORS 60.491 and RCW 23B.11.040.
- 3. Shareholder approval was not required pursuant to ORS 60.491 and RCW 23B.11.040.

DATED:  $\frac{8}{1}$ , 2001.

FLETCHER'S FINE FOODS, INC., a Washington corporation (Surviving Corporation)

Fred Knoedler President

GRAN'PA DON'S ACQUISITION, INC., an Oregon corporation

Heinz Grimm, President

0285106.01

## EXHIBIT A Plan of Merger

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PLAN OF MERGER

PLAN OF MERGER, between Gran'pa Don's Acquisition, Inc., an Oregon corporation

("Gran'pa Don's"), and its parent company, Fletcher's Fine Foods, Inc., a Washington corporation

("Fletcher's Washington"), pursuant to ORS 60.481, RCW 23B.11.010 and RCW 23B.11.040.

WHEREAS, the Boards of Directors of Fletcher's Washington and Gran'pa Don's having

deemed it advisable that Gran'pa Don's merge with and into its parent, Fletcher's Washington, with

Fletcher's Washington being the surviving corporation (the "Surviving Corporation"), duly approve,

adopt and authorize this Plan of Merger; and

WHEREAS, for federal tax purposes it is intended that the merger be treated as a tax-free

liquidation of a wholly-owned subsidiary into its U.S. parent under Sections 332 and 337 of the

Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein

contained, it is agreed that Gran'pa Don's shall be merged with and into Fletcher's Washington and

the terms and conditions of such merger and the mode of carrying it into effect are and shall be as

follows:

1. Name of Surviving Corporation. The name of the Surviving Corporation shall be

Fletcher's Fine Foods, Inc., a Washington corporation.

2. Adoption of Plan of Merger. Pursuant to ORS 60.491 and RCW 23B.11.040,

shareholder approval of this Plan of Merger is not required.

3. <u>Effective Date of Merger</u>. The effective date of the merger (the "Effective Date")

shall be the date on which Articles of Merger are filed with the Secretary of State of the State of

Washington, not to be later than the fiscal year end of Fletcher's Washington.

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Effect of Merger. Upon the Effective Date of this merger: 4.

The sole shareholder of common stock of Gran'pa Don's shall surrender the a.

stock certificate representing its shares for cancellation in exchange for all the assets of Gran'pa

Don's. Gran'pa Don's shall furnish Fletcher's Washington with a statement of the fair market value

of assets (other than cash) distributed to Fletcher's Washington. No shares of stock in Fletcher's

Washington shall be issued in exchange for shares of stock in Gran'pa Don's.

The Articles of Incorporation and Bylaws of Fletcher's Washington shall be b.

the Articles of Incorporation and the Bylaws of the Surviving Corporation.

c. The officers and directors of Fletcher's Washington shall be the officers and

directors of the Surviving Corporation.

5. The Surviving Corporation irrevocably appoints the Irrevocable Appointment.

Oregon Secretary of State as its agent to accept service of process in any proceeding to enforce any

obligation of Gran'pa Don's, if any. The address to which the Secretary of State may mail a copy of

any process that may be served on it is:

c/o RSC Corporation

1201 Third Avenue, Suite 3400

Seattle, WA 98101-3034

6. Abandonment of Merger. This Plan of Merger may be terminated or abandoned at

any time prior to its effective date without action or approval by the shareholder of Gran'pa Don's

and Fletcher's Washington.

DATED: August 15, 2001.

FLETCHER'S FINE FOODS, INC.,

a Washington corporation (Surviving Corporation)

GRAN'PA DON'S ACQUISITION, INC., an Oregon corporation

Heinz Grimm, President

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**RECORDED: 09/09/2002**