

10-23-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Anchor Food Products, Inc. 555 Hickory Farm Lane, P.O. Box 2518 Appleton, WI 54914

- Individual(s) Association General Partnership Limited Partnership Corporation-State of Wisconsin Other

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: June 5, 2002

2. Name and address of receiving party(ies)

Name: McCain Foods USA, Inc. Internal Address: a Maine corporation

Street Address: 2905 Butterfield Road City: Oak Brook State: IL Zip: 60523

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignments) Additional name(s) & address(es) attached?

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

A. Trademark Application No.(s)

See Attachment A

B. Trademark Registration No.(s)

see Attachment B

Additional number(s) attached Yes No

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

Name: Lerner, David, Littenberg, Krumholz & Mentlik, LLP

Internal Address:

TDIAZI 00000199 121095 75531611

40.00 CH 925.00 CH

Street Address: 600 South Avenue West

City: Westfield State: NJ Zip: 07090

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 965.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

12-1095

(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.

Robert B. Cohen, Esq.

Name of Person Signing

Signature

October 9, 2002

Date

8

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

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

TRADEMARK REEL: 2603 FRAME: 0676

OFFICE OF PUBLIC RECORDS FINANCE SECTION 2002 OCT 17 AM 7:50 38

10/22/2002 01 FC:8521 02 FC:8522

ATTACHMENT A

TRADEMARK APPLICATION NOS.

75/531,611
75/941,154
76/137,983
76/156,647
76/168,404
76/171,564
76/178,050
76/178,053
76/229,183
76/240,325
76/240,326
76/255,646
76/255,848
76/282,044
76/354,325

ATTACHMENT B

TRADEMARK REGISTRATION NOS.

1,388,442
1,390,981
1,736,845
1,923,855
2,084,536
2,095,790
2,105,746
2,178,817
2,179,519
2,182,724
2,191,556
2,281,718
2,300,991
2,324,368
2,336,889
2,457,627
2,466,229
2,492,895
2,504,879
2,505,107
2,507,556
2,523,068
2,598,822

383708_1.DOC

State of Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and that the paper to which this is attached is a true copy from the records of this Department.

In Testimony Whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, July 8, 2002.

A handwritten signature in black ink, appearing to read 'Dan Gwadosky'.

DAN GWADOSKY
SECRETARY OF STATE

BUSINESS CORPORATION

STATE OF MAINE

(Parent-Subsidiary Merger of a Domestic and Foreign Corporation)

ARTICLES OF MERGER

Anchor Food Products, Inc.

(Subsidiary, A Wisconsin Corporation)

INTO

McCain Foods USA, Inc.

(Parent, A Maine Corporation)

File No. 19520041 D Pages 4

Fee Paid \$ 80

DCN 2021771400084 MERG

FILED EFFECTIVE

06/26/2002

Jule R. Flynn Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Pursuant to 13-A MRSA §906, the undersigned corporation adopts the following Articles of Merger:

FIRST: McCain Foods USA, Inc. the parent corporation, a corporation organized under the laws of the State of Maine and owning at least 90% of the outstanding shares of each class of Anchor Food Products, Inc. the subsidiary corporation, a corporation organized under the laws of the State of Wisconsin adopts the following Articles of Merger.

SECOND: The laws of the State under which the foreign participating corporation is organized permits such merger under substantially the same terms as 13-A MRSA §904.

THIRD: The name of the surviving corporation is McCain Foods USA, Inc. and such corporation is to be governed by the laws of the State of Maine.

FOURTH: The plan of merger set forth in Exhibit A attached hereto was approved by the Board of Directors of the undersigned parent corporation as the surviving corporation in the manner prescribed by the Maine Business Corporation Act.

FIFTH: The number of outstanding shares of each class of the participating subsidiary corporation and the number of shares of each class owned by the parent, surviving corporation are as follows:

Table with 4 columns: Name of Subsidiary Corporation, Number of Shares Outstanding, Designation of Class, Number and Per Cent of Shares Owned by Surviving Parent. Rows include Anchor Food Products, Inc. with 25,000 Voting Common shares and 400,562.408 Nonvoting Common shares.

SIXTH: The date of the mailing to each shareholder of the subsidiary corporation of a copy of the plan of merger is Not Applicable.

SEVENTH: Effective date of the merger (if other than date of filing of Articles) is July 1, 2002

(Not to exceed 60 days from date of filing of the Articles)

EIGHTH: The address of the registered office of the surviving corporation is* 84 Harlow Street, Bangor, ME 04401

(street, city, state and zip code)

The address of the registered office of the subsidiary corporation is* 555 Hickory Farm Lane, P.O. Box 2518,

Appleton, WI 54914

(street, city, state and zip code)

DATED June 5, 2002

McCain Foods USA, Inc.

(surviving corporation)

**By [Signature]

(signature)

RANDY MYLES VP

(type or print name and capacity)

**By [Signature]

(signature)

STEPHEN L. KENDRICK JR ASST SEC

(type or print name and capacity)

NOTE: If a foreign corporation is the survivor of this merger, see §906.4 and §908.3 as to whether Form MBCA-10Ma is required.

*Give address of registered office in Maine. If the corporation does not have a registered office in Maine, the address given should be the principal or registered office wherever located.

**If the surviving corporation is a domestic corporation, this document MUST be signed by

- (1) the Clerk OR
- (2) the President or a vice-pres. together with the Secretary or an ass't. sec., or a 2nd certifying officer OR
- (3) if no such officers, then a majority of the Directors OR
- (4) if no such directors, then the Holder of a majority of all outstanding shares OR
- (5) the Holder of all of the outstanding shares.

**If the surviving corporation is a foreign corporation, this document MUST be signed by any duly authorized individual.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101

TEL. (207) 624-7740

EXHIBIT A
PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is made and entered into as of the 5th day of June, 2002, by and between McCain Foods USA, Inc., a Maine corporation (hereinafter sometimes referred to as "*Parent*"), and Anchor Food Products, Inc., a Wisconsin corporation (hereinafter sometimes referred to as "*Subsidiary*").

WHEREAS, Parent owns 100% of the issued and outstanding stock of the Subsidiary; and

WHEREAS, Parent and Subsidiary desire that Subsidiary merge with and into Parent pursuant to a tax-free reorganization in accordance with the applicable provisions of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confessed, the parties hereto hereby agree as follows:

1. Subsidiary shall, pursuant to the provisions of the Maine Business Corporation Act (hereinafter referred to as the "*MBCA*") and the provisions of the Wisconsin Business Corporation Law (hereinafter referred to as the "*WBCL*"), be merged with and into Parent, which shall be the surviving corporation at the effective date of the merger (sometimes hereinafter referred to as the "*Surviving Corporation*"). The separate existence of Subsidiary (sometimes hereinafter referred to as the "*Non-Surviving Corporation*") shall cease at the effective date of the merger in accordance with the WBCL.

2. The Articles of Incorporation of the Surviving Corporation at the effective date of the merger shall be the Articles of Incorporation of said Surviving Corporation and said Articles of Incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the MBCA.

3. The present bylaws of the Surviving Corporation will be the bylaws of the 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 MBCA.

4. The directors and officers in office of the Surviving Corporation at the effective date of the merger shall be the members of the first Board of Directors and 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 bylaws of the Surviving Corporation.

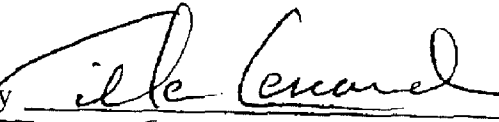
5. Each issued share of the common stock, \$.10 par value, of Subsidiary outstanding immediately prior to the effective date of the merger shall at the effective date of the merger be cancelled and no consideration shall be delivered in exchange therefor. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

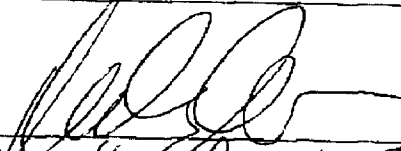
6. The Surviving Corporation and the Non-Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Maine and the State of Wisconsin and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the Non-Surviving Corporation and of the Surviving Corporation, 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 Plan and Agreement of Merger or of the merger herein provided for.

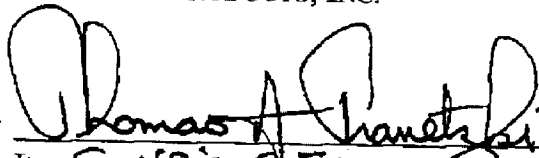
IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be signed by their respective officers thereunto duly authorized, all as of the date first written above.


MCCAIN FOODS USA, INC.

By 
Its C.E.O.

By 
Its Vice President

ANCHOR FOOD PRODUCTS, INC.

By 
Its SNVP's CFO

By 
Its ASST SEC