



TRAI



102285276

OFFICE

Docket No. 18614.0159

COVER SHEET

TO: The Commissioner of Pate.

Record the attached original document(s) or copy(ies).

Submission Type

- New 11-13-02
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
02 24 1996

Name Gateway Foods, Inc.

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Wisconsin

Receiving Party

Mark if additional names of receiving parties attached

Name Fleming Companies, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1945 Lakepointe Drive

Address (line 2) _____

Address (line 3) Lewisville Texas 75057
City State/Country Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other _____
 - Citizenship/State of Incorporation/Organization Oklahoma
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

11/18/2002 LUJELLER 00000191 1304312

01 FC:8521

40.00 00

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

805624

805624

TRADEMARK REEL: 002619 FRAME: 0087

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____
Address (line 1) _____
Address (line 2) _____
Address (line 3) _____
Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number 202.663.8000

Name Kathy J. McKnight
Address (line 1) ShawPittman LLP
Address (line 2) 2300 N. Street, NW
Address (line 3) Washington, D.C. 20037-1128
Address (line 4) _____

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 5

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
_____	_____	_____	<u>1304312</u>	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

Number of Properties Enter the total number of properties involved. # 1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 40

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # _____

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Kathy J. McKnight
Name of Person Signing

Kathy McKnight
Signature

Nov. 13, 2002
Date Signed

FILED

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
GATEWAY FOODS, INC.
INTO
FLEMING COMPANIES, INC.**

FEB 23 1996

**OKLAHOMA SECRETARY
OF STATE**

Fleming Companies, Inc., an Oklahoma corporation (the "Corporation"), pursuant to the provisions of the Oklahoma General Corporation Act DOES HEREBY CERTIFY that:


1. This Corporation owns 100% of the capital stock of Gateway Foods, Inc., a Wisconsin corporation.

2. The Corporation's board of directors duly adopted by a consent in writing signed by all of the members of the Board of Directors and dated October 4, 1995, the resolutions set forth on Exhibit A attached hereto.

3. The effective time of the merger provided in the attached resolutions shall be February 24, 1996, at 11:59 p.m.

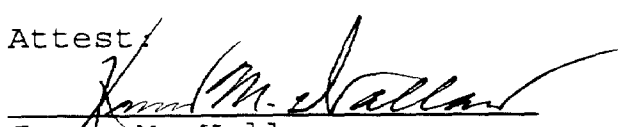
IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its Senior Vice President and attested by its Assistant Secretary, this 22nd day of February, 1996.

FLEMING COMPANIES, INC.



David R. Almond
Senior Vice President

Attest:



James M. Wallace
Assistant Secretary

EXHIBIT A

Merger with Gateway Foods, Inc.

WHEREAS, that the Board of Directors has reviewed the Plan of Merger attached hereto as Exhibit "B" (the "Gateway Plan"), pursuant to which Gateway Foods, Inc., a wholly owned subsidiary of the Corporation, shall be merged with and into the Corporation, with the Corporation being the surviving corporation.

RESOLVED, the Board of Directors hereby adopts and approves the Gateway Plan substantially in the form attached;

RESOLVED, that the President or any Vice President, and the Secretary or any Assistant Secretary of the Corporation, and each of them, are hereby authorized, empowered and directed to execute on behalf of the Corporation any and all documents that may be necessary to consummate the transactions contemplated by the Gateway Plan including, without limitation, any Certificate of Ownership and Merger, Articles of Merger or similar documents, and to take any and all other actions which may be reasonably necessary to consummate the transactions contemplated by the Gateway Plan, including, without limitation, effecting such amendments and modifications to the Gateway Plan as may be necessary to consummate the transactions contemplated thereby.

EXHIBIT B

PLAN OF MERGER
MERCING
GATEWAY FOODS, INC.
INTO
FLEMING COMPANIES, INC.

ARTICLE I

The terms and conditions of the merger are as follows:

(a) On February 24, 1996, at 11:59 p.m., which shall be the Effective Date, Gateway Foods, Inc., a Wisconsin corporation ("Gateway") shall be merged into its parent corporation, Fleming Companies, Inc., an Oklahoma corporation ("Oklahoma"), which shall be the surviving corporation.

(b) The bylaws of Fleming as they shall exist on the Effective Date shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(c) The directors and officers of Fleming shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

(d) This merger shall become effective upon the Effective Date.

ARTICLE II

The mode of carrying the terms and conditions of the merger into effect shall be as follows:

On the Effective Date, Gateway shall be merged into Fleming, the separate existence of Gateway shall cease and Fleming shall continue in existence; such merger shall in all respects have the effect provided for a statutory merger under laws of Wisconsin and Oklahoma.

Gateway and Fleming shall take all necessary or appropriate action in order to effectuate the merger. At any time after the Effective Date, in the event that Fleming shall consider any assignments, conveyances, assurances or other acts to be necessary or desirable in order to carry out the provisions hereof, the proper officers and directors of Gateway and Fleming shall execute and deliver any and all documents and do all things necessary or proper to carry out the provisions hereof.

ARTICLE III

The Certificate of Incorporation of Fleming, which shall be the certificate of incorporation of the surviving corporation, shall not be amended as a result of this merger.

ARTICLE IV

The manner of converting the shares of Gateway shall be as follows:

Because all of the stock of Gateway is owned directly by Fleming, no shares of Fleming or other consideration shall be issued or paid pursuant to the merger. Upon the Effective Date, the outstanding shares of Gateway shall automatically be cancelled without separate consideration therefor.

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF MERGER

WHEREAS, FLEMING COMPANIES, INC.

a corporation organized under the laws of the State of OKLAHOMA, has filed in the office of the Secretary of State duly authenticated evidence of a merger whereby said corporation is the surviving entity, as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned Secretary of State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this Certificate evidencing such merger.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.
EFFECTIVE DATE: FEBRUARY 24, 1996

Filed in the City of Oklahoma City this 23RD day of FEBRUARY, 1996.



Sam Cole
Secretary of State

By: Rita H. [Signature]