Form **PTO-1594** 

(Rev. 03/01)



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

OMB No. 0651-0027 (exp. 5/31/2002)  Tab settings ⇒⇒ ▼ 102299	530 v v v
To the Honorable Commissioner of Patents and Trademarks: F	Please record the attached original documents or copy thereof.
1. Name of conveying party(ies):  State Fair Foods, Inc.  Individual(s)  General Partnership  Corporation-State  Other  Additional name(s) of conveying party(ies) attached? Yes No  3. Nature of conveyance:  Assignment  Security Agreement  Change of Name	2. Name and address of receiving party(ies)  Name: Bryan Foods, Inc.  Internal Address:
Execution Date: December 19, 2001  4. Application number(s) or registration number(s):  A. Trademark Application No.(s)	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 No  B. Trademark Registration No.(s) 2154372
Additional number(s) atta 5. Name and address of party to whom correspondence concerning document should be mailed:	ached X Yes No  6. Total number of applications and registrations involved:
Name: Arthur J. DeBaugh Internal Address: Sara Lee Corporation	7. Total fee (37 CFR 3.41)
Street Address: 1000 E. Hanes Mill Rd.	Authorized to be charged to deposit account  8. Deposit account number:
12/02/20 02 09 17 NBT i 10 00 10 10 7 (S 21 5 40.00 0P DO NOT USE 10 12 FC: 85 229. Signature.	THIS SPACE
S. Kathleen Frith  Name of Person Signing  Total number of pages including cove	gnature Date r 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

## Exhibit A

Pending Marks	Application No.
CHEESE KICKS	75/937560
CHEESEKICKS	75/937559
CORNY ISLAND DOG	78/041823
FIESTA BITES	78/000819
MR. CORNY WITH ARMS DESIGN	76/081614
STATE FAIR	75/714152
STATE FAIR	75/714152

Registered Marks	Registration No.
AMERICA'S FAVORITE CORN DOG	2154372
ANKLE BITERS	2152845
ANKLE BITERS & DESIGN	2152850
CIRCLE T & DESIGN	742454
FIESTA	2479721
FLETCHER'S CORNY DOG MIX	1317185
FUN FOODS IN THE HANDS OF EVERYO	ONE 2601293
INCREDI-BAGEL	2070518
STATE FAIR	834844
STATE FAIR	1626147
STATE FAIR BRAND & RIBBON DESIGN	2116311
STICKWICH	2565682
UNLEASH THE FUN	2314741
UP & EAT 'EM	2152846
UP & EAT 'EM & DESIGN	215851



## Office of the Secretary of State

### CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

STATE FAIR FOODS, INC. Domestic Business Corporation [Filing Number: 19461000]

Into

BRYAN FOODS, INC.
Foreign Business Corporation
DE, USA
[Filing Number: 8553706]

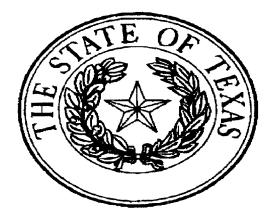
have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated:12/19/2001

PHONE(512) 463-5555 Prepared by: Krissic Farmer

Effective: 12/31/2001 @ 11:59PM





Geoffrey S. Connor Assistant Secretary of State

Come visit us on the internet at http://www.sos.state.tx.us/ FAX(512) 463-5709

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### ARTICLES OF MERGER

OF

STATE FAIR FOODS, INC.

INTO

DEC 19 2001

a ce of the

BRYAN FOODS, INC.

The Americans Section

To the Secretary of State State of Texas

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, the foreign parent corporation herein named adopts the following articles of merger for the purpose of merging its Texas wholly-owned subsidiary corporation into said foreign parent corporation.

- 1. The name of the parent corporation is Bryan Foods, Inc., and the jurisdiction under which it is organized is the State of Delaware.
- 2. The name of the subsidiary corporation is State Fair Foods, Inc., and the jurisdiction under which it is organized is the State of Texas.
- 3. The number of outstanding shares of the subsidiary corporation is 1,000 shares of common stock, all of which are of one class, and all of which are owned by the parent corporation. The parent corporation and sole shareholder of the subsidiary has agreed to the merger by written consent.
- 4. The following is a copy of the resolution to merge the subsidiary corporation into the parent corporation as adopted by the Board of Directors of the parent corporation on December 19, 2001:

"NOW, THEREFORE, BE IT RESOLVED: That the Merger, in accordance with the terms and conditions set forth in the Agreement and Plan of Merger (the "Agreement"), the execution and delivery of which is authorized and approved in the next succeeding resolutions, be and the same is hereby authorized and approved.

FURTHER RESOLVED: That, the form, terms and provisions of the Agreement attached hereto as Exhibit A. and the Corporation's performance of its obligations under the Agreement are hereby, in all respects, approved."

5. The approval of the Agreement and Plan of Merger was duly authorized by all action required by the laws under which Bryan Foods, Inc. was incorporated and by its constituent documents.

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6. The address of the registered office of the parent corporation in the jurisdiction under the laws of which it is governed is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, State of Delaware.

7 The merger herein provided for shall be effective in the State of Texas on the later of (i) the time and on the date of filing such documents as may be required under the GCL and BCL respectively, or (ii) 11:59 p.m. on December 31, 2001.

Executed on December 19, 2001

BRYAN FOODS, INC.

R. Henry Kleeman, Vice President

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### AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated as of December 19, 2001, is made by and between Bryan Foods, Inc., a Delaware corporation (the "Corporation"), and State Fair Foods, Inc., a Texas corporation ("State Fair").

WHEREAS, the Corporation is the sole shareholder of State Fair; and

WHEREAS, the Boards of Directors of the Corporation and State Fair, desire to merge State Fair with and into the Corporation (the "Merger"), and the Board of Directors and stockholders of each, as necessary, have approved the Merger pursuant to the General Corporation Law of the State of Delaware ("GCL") and the Business Corporation Act of the State of Texas ("BCA") and pursuant to the terms and conditions set forth in this Merger Agreement, and

WHEREAS, for federal income tax purposes, it is intended that the Merger shall qualify as a reorganization under Section 368 (a) (1) (F) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for the purpose of merging State Fair with and into the Corporation and setting forth certain terms and conditions of the Merger and the mode of carrying the same into effect, State Fair and the Corporation hereby agree as follows:

- 1. Merger. Subject to the terms and conditions and in accordance with the applicable provisions of the GCL and BCA, respectively, State Fair shall be merged with and into the Corporation and the Corporation shall be, and is herein referred to as, the "Surviving Entity." The name of the Surviving Entity shall continue to be "Bryan Foods, Inc." The Merger shall become effective on the later of (i) the time and on the date of filing such documents as may be required under the GCL and BCL, respectively, or (ii) 11:59 p.m. on December 31, 2001 (the "Effective Time").
- Effect of Merger. At the Effective Time, State Fair shall be merged with and into the Corporation and the separate corporate existence of State Fair shall cease to exist. The Certificate of Incorporation, as amended, and the By-laws, of the Corporation as in effect at the Effective Time shall be the Certificate of Incorporation and By-laws of the Surviving Entity. The officers and directors of the Corporation shall be the officers and directors of the Surviving Entity and they shall continue to serve in accordance with the GCL and the By-laws of the Corporation. The consummation of the Merger will have the effects provided in the GCL and BCA, respectively, with respect to a merger of a Texas corporation with and into a Delaware corporation. The Surviving Entity shall assume all of the liabilities and obligations of State Fair.
- 3. <u>Further Assurances</u>. From time to time, as and when required by the Surviving Entity or by its successors and assigns, there shall be executed and delivered on behalf of

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State Fair such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Entity the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of State Fair and otherwise to take any and all such action to execute and deliver any and all such deeds and other instruments.

- 4. <u>Outstanding Capital Stock.</u> At the Effective Time, all of State Fair thenoutstanding shares of common stock will be cancelled and retired, there will be no more shares of common stock of State Fair issued and no transfer of the same thereafter made.
- 5. Amendment and Modification. This Merger Agreement may be amended or modified at any time by the parties hereto, but only pursuant to an instrument in Writing signed by the parties.
- 6. Entire Agreement: Assignment. This Merger Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes all other prior agreements and undertakings, both written and oral, between the parties hereto with respect to the subject matter hereof.
- 7. <u>Validity</u>. The invalidity or unenforceability of any term or provision of this Merger Agreement in any situation or jurisdiction shall not affect the validity or enforceability of the other terms or provisions in any other situation or in any other jurisdiction.
- 8. Governing Law. This Merger Agreement shall be governed by, enforced under and construed in accordance with the laws of the State of Delaware, without giving effect to any choice or conflict of law, provision or rule thereof.
- Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and shall in no way be construed to define, limit, describe, explain, modify, amplify or add to the interpretation, construction or meaning of any provision of, or scope or intent of, the Merger Agreement nor in any way effect this Merger Agreement.

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IN WITNESS WHEREOF, State Fair and the Corporation have caused this Merger Agreement to be signed by their respective duly authorized persons as of the date first above-written.

BRYAN FOODS, INC.

R. Henry Kleeman, Vice President

STATE FAIR FOODS, INC.

R. Henry Kleeman, Vice President

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# Texas Comptroller of Public Accounts CAROLE KEETON RYLANDER · COMPTROLLER · AUSTIN, TEXAS 78774

RREY462/2H40

### CERTIFICATION OF ACCOUNT STATUS

THE STATE OF TEXAS

COUNTY OF TRAVIS

I, Carole Keeton Rylander, Comptroller of Public Accounts of the State of Texas, Do HEREBY CERTIFY that according to the current records of this office

State Fair Foods Inc

is out of business, that all required reports for taxes administered by the Comparoller have been filed and that the taxes due on those reports have been paid. This certificate may be used for the purpose of dissolution, conversion, merger or withdrawal with the Texas Secretary of State.

This certificate is valid through December 31, 2001.

ende Keeton Rylander

GIVEN UNDER HY HAND AND SEAL OF OFFICE in the City of Austin, this 13th day of December, 2001 A.D.

CAROLE KEETON RYLANDER

Comperciler of Puplic Accounts

Charter/C.O.A. number: 0013461000

Form 04-305 (Re- 12-50-10)

# laware

# The First State

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 OWNERSHIP, WHICH MERGES:

"STATE FAIR FOODS, INC.", A TEXAS CORPORATION,

WITH AND INTO "BRYAN FOODS, INC." UNDER THE NAME OF "BRYAN FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 11:59 O'CLOCK P.M.

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

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Harriet Smith Windsor, Secretary of State AUTHENTICATION: 1524691

DATE: 12-26-01

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 12/19/2001 010657792 - 2192115

## CERTIFICATE OF OWNERSHIP AND MERGER

OF

# STATE FAIR FOODS, INC. ( 4 Texas corporation)

#### INTO

# BRYAN FOODS, INC. (a Delaware corporation)

It is hereby certified that:

- I. Bryan Foods, Inc. hereinnster sometimes referred to as the "Corporation" is a business corporation of the State of Delaware.
- 2. The Corporation is the owner of all the outstanding shares of common stock of State Fair Foods, Inc., which is a business corporation of the State of Texas.
- 3. The laws of the jurisdiction of organization of State Fair Foods, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
- 4. The Corporation hereby mergers State Fair Foods, Inc. into the Corporation.
- 5. The following is a copy of the resolutions adopted on by the Board of Directors of the Corporation to merge the said State Fair Foods, inc. into the Corporation:

"NOW, THEREFORE, BE IT RESOLVED: That the Merger, in accordance with the terms and conditions set forth in the Agreement and Plan of Merger (the "Agreement"), the execution and delivery of which is authorized and approved in the next succeeding resolutions, be and the same is hereby authorized and approved. The resolution was resolved on December 19, 2001.

FURTHER RESOLVED: That, the form, terms and provisions of the Agreement attached hereto as Exhibit A. and the Corporation's performance of its obligations under the Agreement are hereby, in all respects, approved."

6. The Merger shall become effective in the State of Delaware on pacamber 31, 2001 at 11:59 p.m.

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Executed on December 19, 2001

BRYAN FOODS, INC.

R. Henry Kleeman, Vice President

**RECORDED: 11/25/2002**