

5-23-03

05-29-2003

OFFICE OF PUBLIC RECORDS

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RECO TF



102458657

DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

FINANCE SECTION

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

1. Name of conveying party(ies): Winner International Royalty Corporation
Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Winner International Royalty LLC Internal Address: Street Address: 32 W. State St., City: Sharon State: PA Zip: 16146
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Limited Liability Company
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No DE (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other
Execution Date: 9/28/1998

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,123,907 2,161,593
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Winner International Royalty LLC Internal Address: Attn: Jack V. Campbell Street Address: 32 West State Street City: Sharon State: PA Zip: 16146

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41): \$ 65.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number: (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. Karen Winner Hale, CCO Name of Person Signing Signature Date May 14, 2003

OFFICE OF PUBLIC RECORDS 2003 MAY 23 PM 2:57 FINANCE SECTION

05/28/2003 MUELLER 00000030 2123907 40.00 OP 25.00 OP

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

TRADEMARK REEL: 002741 FRAME: 0525

✓ JVC
9/28/98

**PLAN AND AGREEMENT OF MERGER
BY AND BETWEEN
WINNER INTERNATIONAL ROYALTY CORPORATION,
A DELAWARE CORPORATION,
AND
WINNER INTERNATIONAL ROYALTY LLC,
A DELAWARE LIMITED LIABILITY COMPANY**

THIS AGREEMENT, dated as of September 28TH, 1998, by and between Winner International Royalty Corporation, a Delaware corporation ("Winner International Royalty Corporation"), and Winner International Royalty LLC, a Delaware limited liability company ("Winner Royalty LLC" or the "Survivor").

WITNESSETH:

WHEREAS, Winner International Royalty Corporation is a corporation organized and existing under the laws of the State of Delaware, having been incorporated on June 29, 1994;

WHEREAS, Winner Royalty LLC is a limited liability company organized and existing under the laws of the State of Delaware, having been formed on September 28, 1998;

WHEREAS, the Board of Directors of Winner International Royalty Corporation and the Board of Managers of Winner Royalty LLC deem it desirable, upon the terms and subject to the conditions herein stated, that Winner International Royalty Corporation be merged with and into Winner Royalty LLC and that Winner Royalty LLC be the survivor, with the outstanding shares of Winner International Royalty Corporation Common Stock converted into corresponding membership interests of Winner Royalty LLC.

NOW, THEREFORE, it is agreed as follows:

Section 1

Terms

1.1 On the effective date of the merger, Winner International Royalty Corporation shall be merged with and into Winner Royalty LLC, with Winner Royalty LLC as the survivor (the "merger").

1.2 On the effective date of the merger, the then outstanding shares of Winner International Royalty Corporation Common Stock shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into corresponding membership interests in Winner Royalty LLC, as reflected on Schedule 1.2 annexed hereto.

1.3 Each holder of a stock certificate or certificates representing outstanding shares of Winner International Royalty Corporation immediately prior to the effective date of the merger, upon surrender of such certificate or certificates to Winner Royalty LLC after the effective date of the merger, shall be entitled to corresponding membership interests in Winner Royalty LLC (as reflected on Schedule 1.2 annexed hereto). Until so surrendered, each such stock certificate shall, by virtue of the merger, be deemed for all purposes to evidence ownership of such membership interests in Winner Royalty LLC.

Section 2

Effective Date

2.1 This Agreement shall be submitted to the stockholders and members entitled to vote thereon of each of Winner International Royalty Corporation and of Winner Royalty LLC, respectively, as provided by the applicable laws of the State of Delaware. If this Agreement is duly adopted by the requisite votes of such stockholders and members, as appropriate, and is not terminated as contemplated by Section 5, a certificate of merger, executed in accordance with the law of the State of Delaware, shall be filed with the Secretary of State of the State of Delaware.

The merger shall become effective on the time and date specified in the certificate of merger filed with the Secretary of State of the State of Delaware, herein sometimes referred to as the "effective date of the merger."

Section 3

Covenants and Agreements

3.1 Winner International Royalty Corporation covenants and agrees that it will present this Agreement for adoption or rejection by vote of the holders of Winner International Royalty Corporation Common Stock, will furnish to such holders such documents and information in connection therewith as is required by law, and will recommend approval of this Agreement by such holders.

3.2 Winner Royalty LLC covenants and agrees that it will present this Agreement for adoption or rejection by vote of its members, will furnish to such members such documents and information in connection therewith as is required by law, and will recommend approval of this Agreement by such members.

Section 4

Certificate of Formation and Operating Agreement

4.1 From and after the effective date of the merger, the Certificate of Formation of Winner Royalty LLC as in effect on the effective date of the merger shall be the Certificate of Formation of the Survivor, to remain unchanged unless and until amended in accordance with the provisions thereof and applicable law.

4.2 From and after the effective date of the merger, the Operating Agreement of Winner Royalty LLC as in effect on the effective date of the merger shall be the Operating Agreement of the Survivor; provided, that Exhibit "A" to such Operating Agreement shall be amended to reflect the membership interests set forth in Schedule 1.2 annexed hereto.

Section 5

Amendment and Termination

5.1 At any time prior to the filing of this Agreement with the Secretary of State of the State of Delaware, this Agreement may be amended by the Board of Directors of Winner International Royalty Corporation and the Board of Managers of Winner Royalty LLC to the extent permitted by

Delaware law notwithstanding favorable action on the merger by the stockholders of Winner International Royalty Corporation and the members of Winner Royalty LLC.

5.2 At any time prior to the filing of this Agreement with the Secretary of State of the State of Delaware, this Agreement may be terminated and abandoned by the Board of Directors of Winner International Royalty Corporation or the Board of Managers of Winner Royalty LLC, notwithstanding favorable action on the merger by the stockholders of Winner International Royalty Corporation or the members of Winner Royalty LLC.

Section 6

Managers and Directors

6.1 At the effective date of the merger, the persons listed on Schedule 6.1 annexed hereto shall constitute the managers and the officers of the Survivor until their successors shall have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Survivor's Certificate of Formation, Operating Agreement and applicable laws.

Section 7

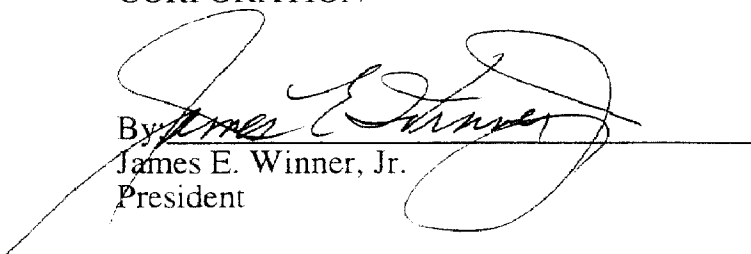
Miscellaneous

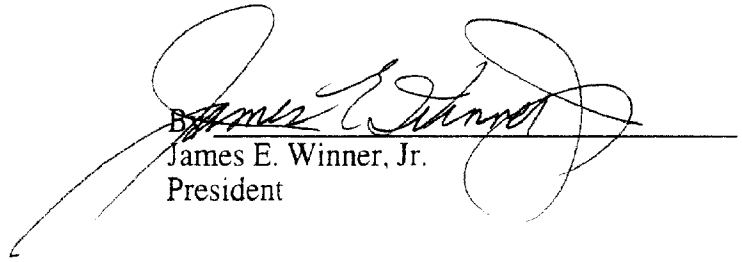
7.1 To the extent permitted by law, this Agreement may be amended by an agreement in writing, before or after the taking of action with respect thereto by stockholders of Winner International Royalty Corporation and the members of Winner Royalty LLC, at any time prior to the effective date of the merger, with respect to any of the terms contained herein except the terms of the conversion provided for in Section 1.2.

7.2 This Agreement shall be governed by the laws of the State of Delaware, without regard to choice of law principles.

IN WITNESS WHEREOF, Winner International Royalty Corporation and Winner Royalty LLC have each caused this Agreement to be executed by its authorized officer, all as of the date first above written.

WINNER INTERNATIONAL ROYALTY
CORPORATION

By 
James E. Winner, Jr.
President



James E. Winner, Jr.
President

SCHEDULE 1.2

Membership Interest in Winner International Royalty LLC

MEMBERS	PERCENTAGE INTEREST (%)	DESCRIPTION OF INITIAL CAPITAL CONTRIBUTIONS
Winner International LLC	100	All of Member's right, title and interest in and to 100% assets and liabilities of Winner International Royalty Corporation

SCHEDULE 6.1

Managers and Officers of Winner International Royalty LLC

MANAGERS	OFFICERS
James E. Winner, Jr.	James E. Winner, Jr., Chairman, Chief Executive Officer and President
Albert F. Dombrowski	Albert F. Dombrowski, Executive Vice President
John F. Hornbostel, Jr.	John F. Hornbostel, Jr., Vice President, General Counsel and Secretary
James B. Winner	James B. Winner, Vice President
Karen Winner Hale	Karen Winner Hale, Vice President, Administrations/Operations
Lee McCracken	Lee McCracken, Chief Financial Officer

6

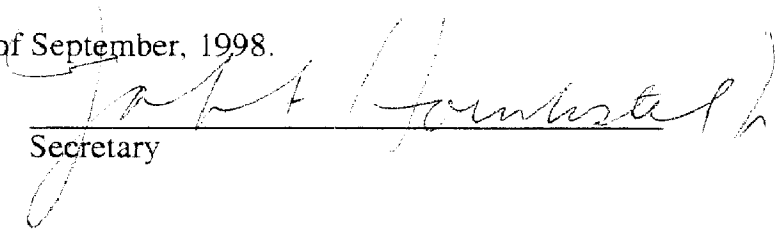
CERTIFICATE OF THE SECRETARY

OF

WINNER INTERNATIONAL ROYALTY CORPORATION

I, John F. Hornbostel, Jr., the Secretary of Winner International Royalty Corporation, hereby certify that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by the President, was duly approved and adopted by the stockholders of Winner International Royalty Corporation by written consent of the holders of a majority of the outstanding stock entitled to vote thereon.

WITNESS my hand this 28TH day of September, 1998.


Secretary

**CERTIFICATE OF THE SECRETARY
OF
WINNER INTERNATIONAL ROYALTY LLC**

I, John F. Hornbostel, Jr., the Secretary of Winner International Royalty LLC, hereby certify that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the limited liability company by the President, was duly approved and adopted by the members of Winner International Royalty LLC by written consent of the holders of a majority of the membership interest in said limited liability company entitled to vote thereon.

WITNESS my hand this 28th day of September, 1998.



Secretary