

08-12-2003

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

Coleman Natural Meats, Inc.

- Individual(s) Association General Partnership Limited Partnership [X] Corporation-State Colorado Other

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

3. Nature of conveyance:

- Assignment [X] Merger Security Agreement Change of Name Other

Execution Date: 06/28/1996

2. Name and address of receiving party(ies)

Name: Coleman Natural Products, Inc.

Internal Address:

Street Address: 5140 Race Court

City: Denver State: CO Zip: 80216

- Individual(s) citizenship Association General Partnership Limited Partnership [X] Corporation-State Delaware 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 assignment) Additional name(s) & address(es) attached? [] Yes [] No

OFFICE OF PUBLIC RECORDS 2003 AUG -6 PM 3:20 FINANCE SECTION

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,484,448

Additional number(s) attached [X] Yes [] No

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

Name: Elizabeth H. Taylor

Internal Address: Brownstein Hyatt & Farber, P.C.

Street Address: 410 17th Street, Ste.2200

City: Denver State: CO Zip: 80202-4437

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41) \$265

- [X] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Elizabeth H. Name of Person Signing

Signature

Date

8/4/03

9

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

02/07/2003 878111 00000060 1484448 40.00 OP 225.00 OP

Continuation of Item 4:
Trademark Registrations

REGISTRATION
NUMBER

MARK

1275383	COLEMAN NATURAL BEEF AND DESIGN
2292309	COLEMAN CLEAN
2181390	COLEMAN NATURAL ANGUS
2236843	COLEMAN NATURAL LEAN
2241244	COLEMAN NATURAL PRODUCTS
2243676	COLEMAN NATURAL PRODUCTS AND DESIGN
2274073	JUST PURE SIMPLE BEEF
2287453	NO HORMONES, NO ANTIBIOTICS...EVER!
2255608	TASTE BEEF AGAIN - NATURALLY

410 Seventeenth Street
Twenty-Second Floor
Denver, Colorado 80202-4437
bhf-law.com

August 4, 2003

Bruce L. Plotkin
Attorney at Law
T 303.223.1188
F 303.223.0988
bplotkin@bhf-law.com

VIA FIRST CLASS MAIL

Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office
P. O. Box 1450
Alexandria VA 22313-1450

RE: Request to Record Delaware Secretary of State's Certificate of Merger In
Connection with Trademark Registration Numbers 1,484,448, 1,275,383,2,292,309,
1,181,390, 2,236,843, 2, 241, 244, 2,243,676, 2,274,073, 2,287,453 and 2,255,608

Request for Recordation

The following documents are submitted herewith:

- (a) Recordation Form Cover Sheet
- (b) True copy of a Certificate of Merger by the Office of the Secretary of State of the State of Delaware
- (c) Check in the amount of \$265.00 (check no.: 087533)
- (d) Postcard Receipt

Please date-stamp the enclosed postcard receipt and return it to me for our records. Thank you for your attention to this matter, and please do not hesitate to contact me at the above-referenced contact information should you have any questions or comments.

Brownstein Hyatt & Farber, P.C.
Denver, Colorado T 303.223.1100 F 303.223.1111
Washington, D.C. T 202.296.7353 F 202.296.7009
Aspen/Vail, Colorado T 970.945.5302 F 970.384.2360

TRADEMARK

REEL: 002807 FRAME: 0154

Respectfully Submitted,



Bruce L. Plotkin

Enclosures

CERTIFICATE OF MAILING

I hereby certify that this correspondence and any documents indicated as being enclosed therein, are being deposited with the United States Postal Service as first class mail in an envelope addressed to Mail Stop Assignment Recordation Services, Director of the United States Patent and Trademark Office, P.O. Box 1450, Alexandria VA 22313-1450 on August 4, 2003.



Bruce L. Plotkin

8093\18\802323.1

Delaware

PAGE 1

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:

"COLEMAN ENVIRONMENTAL SYSTEMS, INC.", A COLORADO CORPORATION,

"COLEMAN NATURAL MEATS, INC.", A COLORADO CORPORATION,

"COLEMAN ORIGINALS, INC.", A COLORADO CORPORATION,

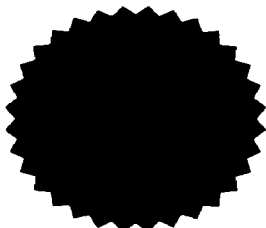
"COLEMAN PACKING COMPANY", A COLORADO CORPORATION,

"ROCKY MOUNTAIN PURE CATTLE COMPANY", A COLORADO CORPORATION,

WITH AND INTO "COLEMAN NATURAL PRODUCTS, INC." UNDER THE NAME OF "COLEMAN NATURAL PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JUNE, A.D. 1996, AT 9 O'CLOCK A.M.

2354676 8100M

030504237



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2561015

DATE: 08-01-03

TRADEMARK
REEL: 002807 FRAME: 0156

CERTIFICATE OF OWNERSHIP AND MERGER OF

**COLEMAN NATURAL MEATS, INC. (a Colorado corporation)
COLEMAN PACKING COMPANY (a Colorado corporation)
COLEMAN ENVIRONMENTAL SYSTEMS, INC. (a Colorado corporation)
COLEMAN ORIGINALS, INC. (a Colorado corporation)
and
ROCKY MOUNTAIN PURE CATTLE COMPANY (a Colorado corporation)
with and into
COLEMAN NATURAL PRODUCTS, INC. (a Delaware corporation)**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Coleman Natural Products, Inc., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger of Coleman Natural Meats, Inc., a Colorado corporation; Coleman Packing Company, a Colorado corporation; Coleman Environmental Systems, Inc., a Colorado corporation; Coleman Originals, Inc., a Colorado corporation; and Rocky Mountain Pure Cattle Company, a Colorado corporation (each a "Subsidiary"), with and into the Company:

FIRST: That the Company owns all of the issued and outstanding shares of capital stock of each Subsidiary.

SECOND: That the Company's Board of Directors adopted the following resolutions in a meeting duly held on May 1, 1996:

RESOLVED, that this Board believes it is in the best interests of the Company to enter into a merger of the Company and Coleman Natural Meats, Inc., a Colorado corporation, Coleman Packing Company, a Colorado corporation, Coleman Environmental Systems, Inc., a Colorado corporation, Coleman Originals, Inc., a Colorado corporation, and Rocky Mountain Pure Cattle Company, a Colorado corporation, each of which is a wholly owned subsidiary of the Company, whereby each such subsidiary will be merged with and into the Company, the sole shareholder of each such subsidiary, and the Company shall assume all of the obligations of each such subsidiary, and that upon the effective date of the merger, all shares of common stock of each such subsidiary shall be cancelled and the separate existence of each such subsidiary shall cease, as more fully set forth in the Agreement and Plan of Merger in Exhibit A hereto, which is hereby adopted and approved; and be it

FURTHER RESOLVED, that the proper officers of the Company be, and hereby are, jointly and severally, authorized to execute and deliver all such instruments, make all such payments, make all such filings pursuant to applicable state laws and to do all such other acts and things as in their opinion, or in the opinion of either of them, may be necessary or appropriate to carry out the intent and purposes of the foregoing resolution authorizing the merger of said subsidiaries with and into the Company.

THIRD: That the respective Mergers with each Subsidiary and the Agreement and Plan of Merger have been adopted and approved, and that Articles of Merger with respect to each Subsidiary have been adopted, executed and filed in accordance with the laws of the State of Colorado.

FOURTH: That the Certificate of Incorporation of the Company shall be its Certificate of Incorporation.

FIFTH: That a copy of the Agreement and Plan of Merger attached hereto is on file at the principle place of business of the Company, the surviving corporation, and the address of said principle place of business is 5140 Race Court - Unit 4, Denver, Colorado 80216.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished upon request and without cost to any shareholder of any Subsidiary.

IN WITNESS WHEREOF, Coleman Natural Products, Inc. has caused this Certificate of Ownership and Merger to be executed this 28th day of June, 1996.

COLEMAN NATURAL PRODUCTS, INC.

By: 

Lee N. Arst, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of June 28, 1996 (this "Plan"), is between Coleman Natural Products, Inc., a Delaware corporation ("Parent") and each of its wholly-owned subsidiaries: Coleman Natural Meats, Inc., a Colorado corporation; Coleman Packing Company, a Colorado corporation; Coleman Environmental Systems, Inc., a Colorado corporation; Coleman Originals, Inc., a Colorado corporation; and Rocky Mountain Pure Cattle Company, a Colorado corporation (each a "Subsidiary").

WHEREAS, each Subsidiary is a corporation duly organized and existing under the laws of the State of Colorado; and

WHEREAS, Parent is a corporation duly organized and existing under the laws of the State of Delaware and owns all the issued and outstanding shares of common stock of each Subsidiary; and

WHEREAS, the respective Boards of Directors of each Subsidiary and of Parent have determined that it is advisable and in the best interests of each such corporation that each respective Subsidiary merge with and into Parent as authorized by the statutes of the States of Colorado and Delaware and upon the terms and subject to the conditions of this Plan;

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Parent and each Subsidiary hereby agree as follows:

1. Merger. Upon the terms and subject to the conditions set forth in this Plan, each Subsidiary shall be merged with and into Parent (the "Merger"), and Parent shall be the surviving entity. The Merger shall become effective (the "Effective Time") upon the time and date of filing the respective Articles of Merger with the Colorado Secretary of State for each Subsidiary and the Certificate of Ownership and Merger with the Delaware Secretary of State (whichever occurs later).

2. Governing Documents. The Certificate of Incorporation, as amended, of Parent, as in effect immediately prior to the Merger, shall remain the Certificate of Incorporation of Parent without change or amendment until thereafter amended in accordance with applicable law, and the Bylaws of Parent, as in effect immediately prior to the Merger, shall be the Bylaws of Parent without change or amendment until thereafter amended in accordance with applicable law.

3. Consummation of the Merger. At the Effective Time, the separate corporate existence of each Subsidiary shall cease and Parent as the surviving entity shall possess all the rights, privileges, powers and franchises of a public and private nature and be

subject to all restrictions, disabilities and duties of each Subsidiary; and all, and singular, the rights, privileges, powers and franchises of each Subsidiary, and all property, real, personal and mixed, and all debts due to each Subsidiary on whatever account, as well as for all other things in action or belonging to each Subsidiary shall be vested in Parent; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of Parent as they were of each respective Subsidiary, and that title to any real estate vested by deed or otherwise in each respective Subsidiary shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of each Subsidiary shall be preserved unimpaired, and all debts, liabilities and duties of each Subsidiary shall thenceforth attach to Parent and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by Parent. All corporate acts, plans, policies, including agreements, arrangements, approvals and authorizations of each Subsidiary, their respective Board of Directors, officers and agents, which are valid and effective immediately prior to the Effective Time shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of Parent and shall be effective and binding thereon as the same were made with respect to each Subsidiary.

4. Employees. All employees of each Subsidiary shall become employees of Parent and shall continue to be employed by Parent on the same terms as they were employed by each such Subsidiary, except for such changes as the Board of Directors of Parent may adopt from time to time concerning such employment.

5. Board of Directors. The Board of Directors, and the members thereof, of Parent immediately prior to the Merger shall be and constitute the Board of Directors, and members thereof, of Parent until their respective successors shall have been duly elected and qualified in accordance with the Bylaws of Parent.

6. Further Assurances. From time to time, as and when required by Parent, or by its successors and assigns, there shall be executed and delivered on behalf of each Subsidiary or any of them 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 Parent the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of each Subsidiary, and otherwise to carry out the purposes of this Plan, and the officers and directors of Parent are fully authorized, in the name and on behalf of each Subsidiary or otherwise, to take any and all such action and to execute and deliver any and all such deeds or other instruments.

7. Securities of Subsidiary. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, all outstanding shares of common stock of each Subsidiary shall be deemed cancelled and retired and no shares of common stock of Parent or other securities of Parent shall be issued in respect thereof.

8. Amendment. Subject to applicable law, this Plan may be amended, qualified or supplemented by written agreement of the parties hereto at any time prior to the Effective Time.

9. Counterparts. This Plan may be executed in two or more counterparts, each of which shall be deemed to be an original and the same agreement.

10. Agreement for Service of Process. Parent, from and after the Effective Time, agrees that it may be sued and served with process in the State of Colorado at 5140 Race Court, Unit 4, Denver, Colorado 80216, in any proceeding for the enforcement of any obligation of each Subsidiary or any of them. Parent, as the sole shareholder of each Subsidiary, hereby waives the mailing to it of a copy of this Plan.

11. Governing Law. This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, Parent and each Subsidiary have caused this Plan to be signed by their duly authorized officers as of the date first above written.

COLEMAN NATURAL PRODUCTS, INC., a Delaware corporation

By: Lee N. Arst
Lee N. Arst, President

COLEMAN NATURAL MEATS, INC., a Colorado corporation

By: Lee N. Arst
Lee N. Arst, President

COLEMAN PACKING COMPANY, a Colorado corporation

By: Lee N. Arst
Lee N. Arst, President

COLEMAN ENVIRONMENTAL SYSTEMS, INC., a Colorado corporation

By: Lee N. Arst
Lee N. Arst, President

COLEMAN ORIGINALS, INC., a Colorado corporation

By: Lee N. Arst
Lee N. Arst, President

ROCKY MOUNTAIN PURE CATTLE COMPANY, a Colorado corporation

By: Lee N. Arst
Lee N. Arst, President