

Form PTO 1094
(Rev. 03/01)

RECORDATION FORM COVER SHEET

U.S. Department of Commerce
Patent and Trademark Office

(Rev. 10/02)

TRADEMARKS ONLY

OMB No. 0651-0027 (exp. 6/30/2005)

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

1. Name of conveying party(ies):
OSI International Foods, Ltd.

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

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

2. Name and address of receiving party(ies):
Name: OSI International Foods, LLC

Internal Address:

Street Address: 1225 Corporate Boulevard

City: Aurora State: IL Zip: 60507

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 designated is attached: Yes No

(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: February 2, 2004

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,267,634 (Our File No. 3252T004)
2,381,750 (Our File No. 3252T007)
2,398,244 (Our File No. 3252T003)

Additional numbers attached? Yes No

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

Name: Tim E. Fiester

Internal Address: Wallenstein Wagner & Rockey, Ltd.

Street Address: 311 South Wacker Drive, 53rd Floor
Chicago, IL 60606-6630

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41):\$315.00

Enclosed Check No. _____


Authorized to be charged to deposit account

8. Deposit account number: 23-0280
(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.

Reg. No. 37,893 - Monique A. Morneau
Name and Registration No. of Person Signing
WWR File Nos: 3252T002,
3252T003, 3252T004,
3252T005, 3252T007 &
3252T008 - 208963


Signature

August 11, 2004
Date

Total number of pages including cover sheet, attachments, and documents: 4

CERTIFICATE OF FACSIMILE TRANSMISSION - WWR File Nos: 3252T002, 3252T003, 3252T004, 3252T005, 3252T007, 3252T008, 716T002, 716T023, 716T024, 716T025, 716T028 & 716T046

I HEREBY CERTIFY THAT THE PRECEDING DOCUMENT AND EXECUTED CERTIFICATE OF OWNERSHIP AND MERGER ARE BEING FACSIMILE TRANSMITTED FOR RECORDING TO THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM AT THE U.S. PATENT AND TRADEMARK OFFICE AT 703-703-306-6885 ON AUGUST 11, 2004.


Tim E. Fiester, Intellectual Property Paralegal

TRADEMARK
REEL: 002921 FRAME: 0589

700104530

CH \$315.00 230280 2267634

**Merger of U.S. Trademark and Trademark Application Assets
Between OSI International Foods, Ltd. into OSI International Foods, LLC**

Our File No.	Registration No.	Issue Date	Title
3252 T 008	2,425,478	January 03, 2001	VEGTAGRILLS
3252 T 002	2,235,268	March 23, 1999	VEGTAMEALS
3252 T 005	2,373,404	August 1, 2000	VEGTASNACKS
716 T 002	1,510,305	October 25, 1988	GLENMARK
716 T 023	1,961,999	March 12, 1996	GREAT GRILLSBY
716 T 024	1,888,671	April 11, 1995	COOKOUT BURGERS
716 T 025	1,956,253	February 13, 1996	STEAK-EATER'S BEEF
716 T 026	1,922,510	September 26, 1995	SOLUTIONS FOR THE FOOD INDUSTRY
716 T 046	2,649,735	November 12, 2002	GLEN OAK FOODS

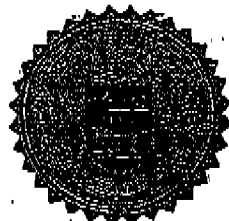
Delaware

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 MERGER, WHICH MERGES:

"OSI INTERNATIONAL FOODS, LTD", A ILLINOIS CORPORATION,
WITH AND INTO "OSI INTERNATIONAL FOODS, LLC" UNDER THE NAME OF "OSI INTERNATIONAL FOODS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF FEBRUARY, A.D. 2004, AT 12:38 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2907617

3717472 8100M

040073189

DATE: 02-03-04

TRADEMARK

REEL: 002921 FRAME: 0591

State of Delaware P. 04/04
Secretary of State
Division of Corporations
Delivered 12:58 PM 02/03/2004
FILED 12:38 PM 02/03/2004
SRV 040073189 - 3717472 FILE

**CERTIFICATE OF MERGER
OF
OSI INTERNATIONAL FOODS, LTD.
INTO
OSI INTERNATIONAL FOODS, LLC**

Pursuant to Sec. 18-209 of the Delaware Limited Liability Company Act, the undersigned surviving limited liability company submits the following Certificate of Merger for filing and certifies that:

- 1. The name and jurisdiction of formation or organization of each of the limited liability companies or other business entities which is to merge are:

<u>Name</u>	<u>Jurisdiction</u>
OSI International Foods, Ltd.	Illinois
OSI International Foods, LLC	Delaware

- 2. An agreement of merger has been approved and executed by each of the domestic limited liability companies or other business entities which is to merge.

- 3. The name of the surviving limited liability company is: **OSI International Foods, LLC**

- 4. The agreement of merger is on file at a place of business of the surviving limited liability company which is located at 1225 Corporate Boulevard, Aurora, IL 60507.

- 5. A copy of the agreement of merger will be furnished by the surviving limited liability company, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 2nd day of February 2004, and is being filed in accordance with Sec. 18-209 of the Act by an authorized person of the surviving limited liability company in the merger.

By: William S. Lipsman
William S. Lipsman, Vice President & Secretary

**Wallenstein
Wagner &
Rockey**

INTELLECTUAL PROPERTY LAW

311 South Wacker Drive, 53rd Floor
Chicago, Illinois 60606-6630
phone: 312-554-3300
fax: 312-554-3301
www.wwrfirm.com

FACSIMILE TRANSMITTAL SHEET

DATE:	August 11, 2004		
TO:	ASSIGNMENTS	FROM:	Tim E. Fiester, Intellectual Property Paralegal
COMPANY:	U.S. PATENT & TRADEMARK OFFICE	RE:	NOTICE OF MERGER RECORDATION
YOUR REF. NO.:		FAX NO.:	312-554-3301
FAX NO.:	703-306-5995	PHONE NO.:	312-554-3300
PHONE NO.:		NO. OF PAGES INCLUDING COVER PAGE:	5

This fax may contain Attorney work product, which is privileged and confidential
Should you have any problems with receipt of this facsimile transmission, please contact Tim E. Fiester at
(312) 435-7251.

Message:

Please find the attached documents for filing.

CONFIDENTIALITY NOTICE: The information contained in this facsimile message and the documents accompanying this facsimile message are attorney privileged and confidential information intended only for the use of the named individual or entity. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, any dissemination, distribution, or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone, and return the original message and all copies to us at the address listed above via the U.S. Postal Service.

Operator Init.: _____ Time Completed: _____