

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/31/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AMERICAN LEGEND COOPERATIVE		10/31/2003	COOPERATIVE: WISCONSIN

RECEIVING PARTY DATA

Name:	AMERICAN LEGEND COOPERATIVE
Street Address:	200 Southwest 34th Street
City:	Renton
State/Country:	WASHINGTON
Postal Code:	98055
Entity Type:	COOPERATIVE: WASHINGTON

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	0678248	LUTETIA
Registration Number:	0881093	BLACKGLAMA
Registration Number:	1456768	AMERICAN LEGEND
Registration Number:	1464577	AMERICAN LEGEND

CORRESPONDENCE DATA

Fax Number: (212)246-8959
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-708-1870
 Email: lbryer@ladas.com
 Correspondent Name: Ladas & Parry LLP
 Address Line 1: 26 West 61st Street
 Address Line 4: New York, NEW YORK 10023

ATTORNEY DOCKET NUMBER: NTMA 050684:753

TRADEMARK

CH \$115.00 0678248

NAME OF SUBMITTER:	Lanning G. Bryer
Signature:	/lgb/
Date:	02/20/2007

Total Attachments: 14

source=Merger American Legend Cooperative#page1.tif
source=Merger American Legend Cooperative#page2.tif
source=Merger American Legend Cooperative#page3.tif
source=Merger American Legend Cooperative#page4.tif
source=Merger American Legend Cooperative#page5.tif
source=Merger American Legend Cooperative#page6.tif
source=Merger American Legend Cooperative#page7.tif
source=Merger American Legend Cooperative#page8.tif
source=Merger American Legend Cooperative#page9.tif
source=Merger American Legend Cooperative#page10.tif
source=Merger American Legend Cooperative#page11.tif
source=Merger American Legend Cooperative#page12.tif
source=Merger American Legend Cooperative#page13.tif
source=Merger American Legend Cooperative#page14.tif

UNITED STATES OF AMERICA

The State of Washington



Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF MERGER

of

AMERICAN LEGEND COOPERATIVE
DBA AMERICAN LEGEND

Merging AMERICAN LEGEND COOPERATIVE, a Wisconsin corp. (the "Disappering Cooperative") into AMERICAN LEGEND COOPERATIVE, a Washington corp. (the "Surviving Cooperative").

as filed in this office on October 31, 2003.

Date: January 26, 2007



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

TRADEMARK

REEL: 003483 FRAME: 0726

S-602-334-212
D-600-605-189

307-1548.0
2003

FILED
SECRETARY OF STATE

OCT 31 2003

ARTICLES OF MERGER

STATE OF WASHINGTON

of

American Legend Cooperative, a Wisconsin cooperative
(Known in Washington as AMERICAN LEGEND COOPERATIVE DBA AMERICAN LEGEND)
into

American Legend Cooperative, a Washington cooperative

Pursuant to the provisions of Chapter 23.86 of the Revised Code of Washington, the undersigned corporations adopt the following articles of merger:

1. The Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A.
2. The Plan was duly approved by the members of each of the cooperatives pursuant to RCW 23.86.220.

American Legend Cooperative, a Wisconsin cooperative:

Membership Class	Number of Memberships Outstanding	Number of Votes Entitled to be Cast	For	Against
Voting Common Stock	240	240	168	5
Nonvoting Common Stock	0	0	0	0
Preferred Stock	0	0	0	0

American Legend Cooperative, a Washington cooperative:

Membership Class	Number of Memberships Outstanding	Number of Votes Entitled to be Cast	For	Against
Voting Common Stock	1	1	1	1
Nonvoting Common Stock	0	0	0	0

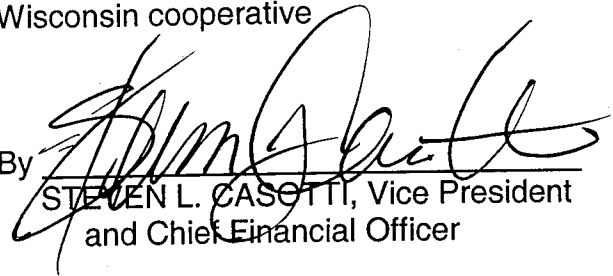
3. These Articles of Merger will be effective on filing.

\$60.00 Check #5102
Tracking ID: 622094
Doc No: 301058-002

DATED this 20th day of October, 2003.

AMERICAN LEGEND COOPERATIVE, a
Wisconsin cooperative

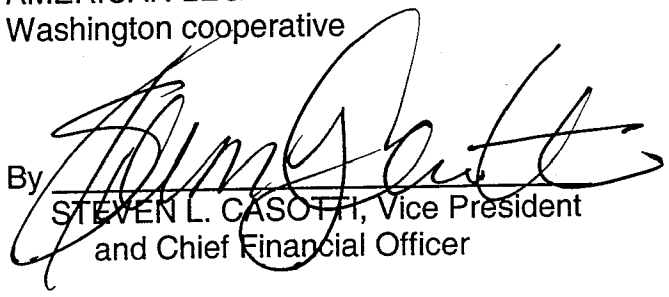
By



STEVEN L. CASOTTI, Vice President
and Chief Financial Officer

AMERICAN LEGEND COOPERATIVE, a
Washington cooperative

By



STEVEN L. CASOTTI, Vice President
and Chief Financial Officer

AGREEMENT AND PLAN OF MERGER

By and between

**AMERICAN LEGEND COOPERATIVE,
A WISCONSIN COOPERATIVE**

AND

**AMERICAN LEGEND COOPERATIVE,
A WASHINGTON COOPERATIVE**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into effective as of the seventeenth (17th) day of October, 2003 (the "Agreement"), by and between AMERICAN LEGEND COOPERATIVE, a Wisconsin cooperative ("American Wisconsin") and AMERICAN LEGEND COOPERATIVE, a Washington cooperative ("American Washington").

RECITALS

A. The Boards of Directors of American Wisconsin and American Washington have resolved that American Wisconsin be merged pursuant to the Wisconsin Statutes and the Revised Code of Washington into American Washington, a cooperative existing under the laws of the State of Washington. American Washington shall be the surviving cooperative (the "Surviving Cooperative") in a transaction qualifying as a reorganization within the meaning of §368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code").

B. American Wisconsin is a cooperative duly organized and existing under the laws of the State of Wisconsin. The authorized capital of American Wisconsin consists of: (1) TEN THOUSAND (10,000) shares of Voting Common Stock having a par value of ONE DOLLAR (\$1.00) per share (the "American Wisconsin Voting Common Stock"), of which TWO HUNDRED FORTY (240) shares are issued and outstanding; (2) TEN THOUSAND (10,000) shares of Nonvoting Common Stock having a par value of ONE DOLLAR (\$1.00) per share (the "American Wisconsin Nonvoting Common Stock"), of which ZERO (0) shares are issued and outstanding; and (3) FOURTEEN THOUSAND FOUR HUNDRED (14,400) shares of Nonvoting Preferred Stock having a par value of FIVE HUNDRED DOLLARS (\$500) per share (the "American Wisconsin Preferred Stock"), of which ZERO (0) shares are issued and outstanding.

C. American Washington is a cooperative duly organized and existing under the laws of the State of Washington. The authorized capital of American Washington consists of: (1) ONE THOUSAND (1,000) shares of Voting Common Stock having a par value of ONE DOLLAR (\$1.00) per share (the "American Washington Voting Common Stock"), of which ONE (1) share is issued and outstanding; and (2) ONE THOUSAND (1,000) shares of Nonvoting Common Stock having a par value of ONE DOLLAR (\$1.00) per share (the

“American Washington Nonvoting Common Stock”), of which ZERO (0) shares are issued and outstanding.

D. The respective Boards of Directors of American Wisconsin and American Washington have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the covenants and conditions contained herein, the parties hereto agree as follows:

AGREEMENT

I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Wisconsin Statutes, and the Revised Code of Washington, American Wisconsin shall be merged with and into American Washington (the “Merger”), the separate existence of American Wisconsin shall cease and American Washington shall survive the Merger and shall continue to be governed by the laws of the State of Washington, and American Washington shall be, and is herein sometimes referred to as, the “Surviving Cooperative,” and the name of the Surviving Cooperative shall be AMERICAN LEGEND COOPERATIVE.

1.2. Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed.

a. This Agreement and the Merger shall have been adopted and approved by the members of American Wisconsin and American Washington in accordance with the requirements of the Wisconsin Statutes and the Revised Code of Washington.

b. All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to the satisfaction thereof.

c. An executed Articles of Merger or an executed, acknowledged, and certified counterpart of this Agreement meeting the requirements of the Wisconsin Statutes shall have been filed with the Wisconsin Department of Financial Institutions, Division of Corporate and Consumer Services, Corporate Section.

d. An executed Articles of Merger or an executed, acknowledged, and certified counterpart of this Agreement meeting the requirements of the cooperative associations statutes, Chapter 23.86, of the Revised Code of Washington shall have been filed with the Secretary of State of the State of Washington.

The date and time when the Merger shall become effective, as aforesaid, is herein called the “Effective Date of the Merger.”

1.3 Effect of Merger. Upon the Effective Date of the Merger, the separate existence of American Wisconsin shall cease and American Washington, as the Surviving Cooperative: (a) shall continue to possess all of its assets, rights, powers, and property as constituted immediately prior to the Effective Date of the Merger; (b) shall be subject to all actions previously taken by its and American Wisconsin's Boards of Directors; (c) shall succeed, without other transfer, to all of the assets, rights, powers, and property of American Wisconsin; (d) shall continue to be subject to all of its debts, liabilities, and obligations as constituted immediately prior to the Effective Date of the Merger; and (e) shall succeed, without other transfer, to all of the debts, liabilities, and obligations, including granted stock options and stock purchase warrants, of American Wisconsin in the same manner as if American Washington had itself incurred them, all as more fully provided under the applicable provisions of the Wisconsin Statutes and the Washington Revised Code.

II. CHARTER DOCUMENTS, DIRECTORS, AND OFFICERS

2.1 Name of Surviving Cooperative. The name of the Surviving Cooperative from and after the Effective Date shall be AMERICAN LEGEND COOPERATIVE.

2.2 Articles of Incorporation. The Articles of Incorporation of American Washington as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving Cooperative.

2.3 Bylaws. The Bylaws of American Washington as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Cooperative until duly amended in accordance with the provisions thereof and applicable law.

2.4 Taxpayer Identification Number. The Taxpayer Identification Number of American Wisconsin as in effect immediately prior to the Effective Date of the merger shall continue in full force and effect as the Taxpayer Identification Number of the Surviving Cooperative.

2.5 Directors and Officers. The directors and officers of American Washington immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Cooperative until their respective successors shall have been duly elected and qualified or until as otherwise provided by law, or the Articles of Incorporation of the Surviving Cooperative or the Bylaws of the Surviving Cooperative.

III. MANNER AND CONVERSION OF STOCK

The manner and basis of converting the shares of the capital stock of American Wisconsin and the nature and amount of securities of American Washington, which the holders of shares of American Wisconsin Common Stock are to receive in exchange for such shares, are as follows:

3.1 American Wisconsin Voting and Nonvoting Common Stock. Upon the Effective Date of the Merger, each share of American Wisconsin Voting Common Stock and American Wisconsin Nonvoting Common Stock, each having a par value of \$1.00 per share, issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof or any other person, be changed and converted, respectively, into one fully paid and nonassessable share of Voting Common Stock and Nonvoting Common Stock, each having a par value of \$1.00 per share, of the Surviving Cooperative. The outstanding certificates representing shares of American Wisconsin Voting Common Stock and American Wisconsin Nonvoting Common Stock shall thereafter represent shares of American Washington Voting Common Stock and American Washington Nonvoting Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Cooperative.

3.2 American Washington Voting and Nonvoting Common Stock. Upon the Effective Date of the Merger, each share of Voting Common Stock and Nonvoting Common Stock, each having a par value of \$1.00 per share, of American Washington issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by American Washington, the holder of such shares, or any other person, be canceled and returned to the status of authorized but unissued shares.

3.3 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of American Wisconsin Voting Common Stock and American Wisconsin Nonvoting Common Stock may, at the member's option, surrender the same for cancellation to Lane Powell Spears Lubersky, LLP, as exchange agent (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Cooperative's Voting Common Stock or Nonvoting Common Stock into which such holders' shares of American Wisconsin Voting Common Stock or American Wisconsin Nonvoting Common Stock were converted as herein provided. Unless and until so surrendered, each outstanding certificate theretofore representing shares of American Wisconsin Voting Common Stock and American Wisconsin Nonvoting Common Stock shall be deemed for all purposes to represent the number of whole shares of the Surviving Cooperative's Voting Common Stock and Nonvoting Common Stock, respectively, into which such shares of American Wisconsin Voting Common Stock and American Wisconsin Nonvoting Common Stock were converted in the Merger.

The registered owner on the books and records of the Surviving Cooperative or the Exchange Agent of any shares of stock represented by such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Cooperative or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and receive dividends and other distributions upon the shares of Voting Common Stock and Nonvoting Common Stock of the Surviving Cooperative represented by such outstanding certificate as provided above.

IV. GENERAL

4.1 Further Assurances. From time to time, as and when required by American Washington or by its successors or assigns, there shall be executed and delivered on behalf of American Wisconsin such deeds and other instruments, as there shall be taken or caused to be taken by American Washington and American Wisconsin such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by American Washington the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of American Wisconsin and otherwise to carry out the purposes of this Agreement, and the officers and directors of American Washington are fully authorized in the name and on behalf of American Wisconsin or otherwise to take any and all such action and to execute and deliver any and all such deeds or other instruments.

4.2 Abandonment. At any time before the filing of this Agreement with the Secretary of State of the State of Washington and the Wisconsin Department of Financial Institutions, Division of Corporate and Consumer Services, Corporate Section, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either American Wisconsin or American Washington, or both, notwithstanding the approval of this Agreement by the members of American Wisconsin or by the members of American Washington, or both.

4.3 Amendment. The Boards of Directors of American Wisconsin and American Washington may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Washington and the Wisconsin Department of Financial Institutions, Division of Corporate and Consumer Services, Corporate Section, provided that an amendment made subsequent to the adoption of this Agreement by the members of either cooperative shall not: (1) alter or change the amount or kind of shares, securities, cash, property, and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such cooperative; (2) alter or change any term of the Articles of Incorporation of the Surviving Cooperative to be effected by the Merger; or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class of shares or series thereof of such cooperative.

4.4 Registered Office. The registered office of the Surviving Cooperative in the State of Washington is located at 1420 Fifth Avenue, Suite 4100, Seattle, Washington 98101 and LPSL Corporate Services, Inc. is the registered agent of the Surviving Cooperative at such address.

4.5 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Cooperative at 200 S.W. 34th Street, Renton, Washington 98055, and copies thereof will be furnished to any member of either cooperative, upon request and without cost.

4.6 Governing Law. This Agreement shall in all respects be construed, interpreted, and enforced in accordance with and governed by the laws of the State of Washington and, so far as applicable, the merger provisions of the Wisconsin Statutes.

4.7 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

4.8 Service of Process. The Surviving Cooperative shall be deemed to have authorized service of process in connection with any proceeding to enforce any obligation or rights of dissenting members of American Wisconsin, if any, or in any proceeding based on a cause of action arising with respect to American Wisconsin, if any, by registered or certified mail, return receipt requested, to the address of American Washington as set forth in Section 4.5.

IN WITNESS WHEREOF, this Agreement has been executed by the parties on the date first written above.

AMERICAN LEGEND COOPERATIVE, a
Wisconsin cooperative

By _____
EDWARD F. BRENNAN, President

AMERICAN LEGEND COOPERATIVE, a
Washington cooperative

By _____
EDWARD F. BRENNAN, President

UNITED STATES OF AMERICA

S C H E D U L E

LUTETIA	No. 678248	Dated: May 12, 1959
BLACKGLAMA	No. 881093	Dated: November 25, 1969
AMERICAN LEGEND	No. 1456768	Dated: September 8, 1987
AMERICAN LEGEND	No. 1464577	Dated: November 10, 1987

UNITED STATES OF AMERICAPOWER OF ATTORNEY

The undersigned hereby appoints, jointly and severally with full power of substitution:

ALLAN S. PILSON

ROBERT ALPERT

DANIEL F. ZENDEL

LANNING G. BRYER

JOSEPH J. VILLAPOL

DENNIS S. PRAHL

MARY A. MOY

NADIA K. DROUMBANIS

members of the Bar of the State of New York, c/o Ladas & Parry LLP, 26 West 61st Street, New York, New York 10023, United States of America, to record assignments, mergers, consolidations, changes of name and changes of address and to take all action with respect to the following Trademark Registration or Application for Trademark Registration:

LUTETIA

No. 678248

Dated: May 12, 1959



AMERICAN LEGEND COOPERATIVE

By *Cowell & Lank*
Corporate Secretary [Title]

January 3, 2007
[Date]

UNITED STATES OF AMERICAPOWER OF ATTORNEY

The undersigned hereby appoints, jointly and severally with full power of substitution:

ALLAN S. PILSON

ROBERT ALPERT

DANIEL F. ZENDEL

LANNING G. BRYER

JOSEPH J. VILLAPOL

DENNIS S. PRAHL

MARY A. MOY

NADIA K. DROUMBANIS

members of the Bar of the State of New York, c/o Ladas & Parry LLP, 26 West 61st Street, New York, New York 10023, United States of America, to record assignments, mergers, consolidations, changes of name and changes of address and to take all action with respect to the following Trademark Registration or Application for Trademark Registration:

BLACKGLAMA

No. 881093

Dated: November 25, 1969



AMERICAN LEGEND COOPERATIVE

By Carol Z Frank
Corporate Secretary [Title]

January 3, 2007
[Date]

UNITED STATES OF AMERICAPOWER OF ATTORNEY

The undersigned hereby appoints, jointly and severally with full power of substitution:

ALLAN S. PILSON

ROBERT ALPERT

DANIEL F. ZENDEL

LANNING G. BRYER

JOSEPH J. VILLAPOL

DENNIS S. PRAHL

MARY A. MOY

NADIA K. DROUMBANIS

members of the Bar of the State of New York, c/o Ladas & Parry LLP, 26 West 61st Street, New York, New York 10023, United States of America, to record assignments, mergers, consolidations, changes of name and changes of address and to take all action with respect to the following Trademark Registration or Application for Trademark Registration:

AMERICAN LEGEND

No. 1456768

Dated: September 8, 1987



AMERICAN LEGEND COOPERATIVE

By

Carol Z Frank
Corporate Secretary

[Title]

January 3, 2007
[Date]

UNITED STATES OF AMERICA

POWER OF ATTORNEY

The undersigned hereby appoints, jointly and severally with full power of substitution:

ALLAN S. PILSON

ROBERT ALPERT

DANIEL F. ZENDEL

LANNING G. BRYER

JOSEPH J. VILLAPOL

DENNIS S. PRAHL

MARY A. MOY

NADIA K. DROUMBANIS

members of the Bar of the State of New York, c/o Ladas & Parry LLP, 26 West 61st Street, New York, New York 10023, United States of America, to record assignments, mergers, consolidations, changes of name and changes of address and to take all action with respect to the following Trademark Registration or Application for Trademark Registration:

AMERICAN LEGEND

No. 1464577

Dated: November 10, 1987



AMERICAN LEGEND COOPERATIVE

By Carol Z Frank
Corporate Secretary [Title]

January 3, 2007
[Date]