

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/11/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Gardenburger, Inc.	FORMERLY Wholesome & Hearty Foods, Inc.	07/11/2006	CORPORATION: OREGON

**RECEIVING PARTY DATA**

Name:	Wholesome & Hearty Foods Company
Street Address:	15615 Alton Parkway
Internal Address:	Suite 350
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92618
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Serial Number:	77215676	BAJA
Serial Number:	77215710	HULA
Serial Number:	77215720	FIRE DRAGON
Serial Number:	77215739	TUSCANY
Serial Number:	77215786	GARDENBURGER GOURMET
Serial Number:	77221690	ONE TASTE AND YOU'RE THERE
Serial Number:	77221701	AUTHENTIC RECIPE FROM OUR FAMILY

**CORRESPONDENCE DATA**

Fax Number: (858)677-1465  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 858-677-1423

**CH \$190.00 77215676**

Email: gtdocket@dlapiper.com  
Correspondent Name: Stacy L. Taylor  
Address Line 1: DLA Piper US LLP  
Address Line 2: 4365 Executive Drive, Suite 1100  
Address Line 4: San Diego, CALIFORNIA 92121

ATTORNEY DOCKET NUMBER:	362164-5
NAME OF SUBMITTER:	Stacy L. Taylor
Signature:	/Stacy L. Taylor/
Date:	12/07/2007
Total Attachments: 1 source=Merger#page1.tif	



Phone (503) 986-2200  
 Fax (503) 378-4381  
 Secretary of State  
 Corporation Division  
 255 Capitol St. NE, Suite 151  
 Salem, OR 97310-1327  
 Filing@Oregon.com

**FILED** Articles of Merger

JUL 11 2006

OREGON  
 SECRETARY OF STATE  
of office use only

Check the appropriate box below:  
 MULTI-ENTITY MERGER  
 (Complete only 1, 2, 3, 4, 10, 11)  
 FOR PARENT AND 90% OWNED SUBSIDIARY  
 WITHOUT SHAREHOLDER APPROVAL  
 (Complete only 5, 6, 7, 8, 9, 10, 11)

In accordance with Oregon Revised Statute 102.410-102.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE

Name	Type	Registry Number
Wholesome & Hearty Foods Company	Delaware corporation	Non-Applicable
Gardenburger, Inc.	Oregon corporation	208236-13

2) NAME AND TYPE OF THE SURVIVING ENTITY **Wholesome & Hearty Foods Company, a Delaware corporation**

Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED. See ORS 60.481 (2) [See attached]

4) THE PLAN OF MERGER WAS DULY AUTHORIZED AND APPROVED BY EACH ENTITY THAT IS A PARTY TO THE MERGER

A copy of the vote required by each entity is attached.

**OTHER**—Gardenburger, Inc. filed a petition for relief under Chapter 11 of Title 11 of the United States Code (in re Gardenburger, Inc., an Oregon corporation (the Gardenburger Authentic Foods Company, Debtor), and commenced a Chapter 11 case (Case No. SA 05-19530) in the Central District of California, Santa Ana Division (the "Bankruptcy Case"). The Bankruptcy Court issued a certain Order Confirming Debtor's Plan of Reorganization (the "Plan"), a copy of which is attached hereto. Section 1.89 of the Plan provides that Debtor merge Gardenburger, Inc. into Wholesome & Hearty Foods Company, a Delaware corporation. As a result, the Bankruptcy Court, by its order confirming the Plan, duly authorized and approved the merger.

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL.

5) NAME OF PARENT CORPORATION \_\_\_\_\_

Oregon Registry Number \_\_\_\_\_

6) NAME OF SUBSIDIARY CORPORATION \_\_\_\_\_

Oregon Registry Number \_\_\_\_\_

7) NAME OF SURVIVING CORPORATION \_\_\_\_\_

8) COPY OF PLAN

A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before \_\_\_\_\_ Date

The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION

Signature

Printed Name

Title

Scott C. Wallace

President and Chief Executive Officer

11) CONTACT NAME (To resolve questions with this filing.)

**David S. Kupetz, Esq.**  
 SulmeyerKupetz, a Professional Corporation  
 333 S. Hope Street, 33<sup>rd</sup> Floor  
 Los Angeles, California 90071  
[dkupetz@sulmeyerlaw.com](mailto:dkupetz@sulmeyerlaw.com)

DAYTIME PHONE NUMBER (Include area code)

213-617-5274  
 213-629-4520 (fax)

**FEEES**

Required Processing Fee \$50 — Confirmation Copy (Optional) \$5  
 Processing Fees are nonrefundable.  
 Please make check payable to "Corporation Division"

NOTE

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

7-11  
 KH