

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM367182

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/31/2015

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Discovery Foods, LLC		03/25/2015	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Ajinomoto Frozen Foods U.S.A. Inc.
Street Address:	7124 N MARINE DR
City:	PORTLAND
State/Country:	OREGON
Postal Code:	97203
Entity Type:	CORPORATION: OREGON

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3050596	
Registration Number:	3269472	
Registration Number:	3050732	
Registration Number:	2353839	LING LING
Registration Number:	2147437	LING LING
Registration Number:	3032370	LING LING
Registration Number:	3032244	LING LING
Registration Number:	3812201	VIP SUPREME

CORRESPONDENCE DATA

Fax Number: 4052287302

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 405-552-2302

Email: cliff.dougherty@mcafeetaft.com

Correspondent Name: Clifford C. Dougherty, III

Address Line 1: 211 N. Robinson

Address Line 2: 10th Floor, Two Leadership Square

Address Line 4: OKLAHOMA CITY, OKLAHOMA 73102

CH \$215.00 3050596

ATTORNEY DOCKET NUMBER:	48605.290
NAME OF SUBMITTER:	Clifford C. Dougherty, III
SIGNATURE:	/CCD,III/
DATE SIGNED:	12/28/2015
Total Attachments: 6 source=Merger#page1.tif source=Merger#page2.tif source=Merger#page3.tif source=Merger#page4.tif source=Merger#page5.tif source=Merger#page6.tif	



Articles of Merger - Multi Entity Merger

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

FILED

APR 01 2015

SURVIVOR

REGISTRY NUMBER: 905616-98

OREGON SECRETARY OF STATE

In accordance with Oregon Revised Statute 192.410-192.490, 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:
Ajinomoto Frozen Foods U.S.A, Inc.	Oregon Corporation	905616-98
Windsor Quality Holdings, L.P.	Delaware Limited Partnership	3889845
WQFCGP, LLC	Delaware Limited Liability Company	3889843
Windsor Quality Food Company, Ltd.	Texas Limited Partnership	5876210
Discovery Foods, LLC	Delaware Limited Liability Company	3583821
Chili Bowl, LLC	Delaware Limited Liability Company	4557452
SBIGP, LLC	Delaware Limited Liability Company	3891327
Windsor Foods, L.P.	Delaware Limited Partnership	2100064

2) NAME AND TYPE OF THE SURVIVING ENTITY: Ajinomoto Frozen Foods U.S.A. Inc.

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)

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.

OR:

Shareholder approval was not required.

5) EXECUTION: (Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, a general partner for a limited partnership, or a partner for a limited liability partnership.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Printed Name:

Paul Taylor

Title:

Assistant Secretary of AFU

AJINOMOTO FROZEN FOODS U.S.A.,



90561698-15992100 MER

FEES

Nonprofit Required Processing Fee	\$50
Domestic Acquiring Entity Required Processing Fee	\$100
Foreign Acquiring Entity Required Processing Fee	\$275

Processing Fees are nonrefundable. Please make check payable to "Corporation Division." Free copies are available at fillinfoinoregon.com, using the Business Name Search program.

NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE	TYPE:	REGISTRY NUMBER:
Lampasas Holdings, LLC	Delaware Limited Liability Company	3572784
Lampasas Mexican Foods, LP	Texas Limited Partnership	12934010

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is among the following ten companies:

- Ajinomoto Frozen Foods U.S.A., Inc., an Oregon corporation
- Windsor Quality Holdings, LP, a Delaware limited partnership
- WQFCGP, LLC, a Delaware limited liability company
- Windsor Quality Food Company, Ltd., a Texas limited partnership
- Discover Foods, LLC, a Delaware limited liability company
- Chili Bowl, LLC, a Delaware limited liability company
- SBIGP, LLC, a Delaware limited liability company
- Windsor Foods, LP, a Delaware limited partnership
- Lampasas Holdings, LLC, a Delaware limited liability company
- Lampasas Mexican Foods, LP, a Texas limited partnership.

For the purposes of this Agreement, Ajinomoto Frozen Foods U.S.A., Inc. will be referred to as "AFU" and the other nine companies will be collectively referred to as the "Windsor Companies."

This Agreement is dated as of March 25, 2015 and the mergers it describes will become effective as of the end of the day on March 31, 2015 (the "Effective Date").

AFU currently has 116,400 issued and outstanding shares of common stock. On the Effective Date of this Agreement, AFU will complete a reverse stock split at a ratio of 1940 to 1, after which it will have 60 issued and outstanding shares of common stock. Ajinomoto Frozen Foods Co., Inc., a Japanese corporation ("FFA") will own 48 of those shares and Ajinomoto Co., Inc., another Japanese corporation ("AJICO") will own 12 of those shares.

Each of the Windsor Companies owns all ownership interest in the Windsor Company listed immediately below it in the list above. Ajinomoto North America, Inc., a Delaware corporation ("AJINA"), owns all ownership interest in Windsor Quality Holdings, LP, the ultimate parent company of the Windsor Companies. As of the Effective Date of this Agreement, AJINA will transfer all ownership interest in Windsor Quality Holdings, LP to AFU.

The shareholders and members of the Board of Directors of AFU, on the one hand, and the owners, general partners and/or members of the Windsor Companies, on the other hand, deem it to be to the benefit and advantage of each of the companies and their owners and partners that all ten companies merge under and pursuant to the laws of the states of Oregon, Delaware and Texas, and the shareholders and members of the Board of Directors of AFU and the owners, general partners and/or members of the Windsor Companies have approved this Agreement and authorized the execution of the same.

In consideration of the foregoing and the mutual agreements hereinafter set forth, the parties hereto agree that in accordance with the provisions of the laws of the states of Oregon, Delaware and Texas, the Windsor Companies shall be merged with and into AFU, and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as herein set forth.

ARTICLE I

Except as herein specifically set forth, the corporate existence of AFU, with all of its purposes, powers, and objects, shall continue in effect and unimpaired by the merger, and the legal identity and existence, with all of the purposes, powers, and objects of the Windsor Companies, shall be merged into AFU, and AFU, as the corporation surviving the merger (hereinafter sometimes referred to as the "Surviving Corporation"), shall be fully vested therewith. The separate existence and legal organization of each of the Windsor Companies shall cease as soon as the merger shall become effective as herein provided. Complying with the requirements of the laws of the states of Oregon, Delaware and Texas, this Agreement shall be filed in the appropriate offices of those states.

ARTICLE II

Upon the Effective Date, the Restated Articles of Incorporation of AFU shall be the Restated Articles of Incorporation of the Surviving Corporation.

ARTICLE III

Upon the Effective Date, the Restated Bylaws of AFU shall be the Restated Bylaws of the Surviving Corporation.

ARTICLE IV

Upon the Effective Date, the Surviving Corporation shall continue in existence and, without further transfer, succeed to and possess all the rights, privileges, and purposes of each of the Windsor Companies; all of the property and assets of each of the Windsor Companies shall vest in the Surviving Corporation without further act of deed; and the Surviving Corporation shall be liable for all of the liabilities, obligations and penalties of each of the Windsor Companies. No liability or obligation due or to become due, claim or demand for any cause existing against any company, or any shareholder, member, partner, owner, manager, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against any Windsor Company or any shareholder, member, partner, owner, manager, officer, director or employee thereof shall abate or be discontinued by such merger, but may be enforced, prosecuted, defended, settled or compromised as if such merger had not occurred or the Surviving Corporation may be substituted in any action or proceeding in place of any Windsor Company. If at any time the Windsor Companies shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to vest, perfect, confirm or record in the Surviving Corporation the title to any property or rights of the Windsor Companies, or otherwise to carry out the provisions hereof, the proper partners, members, officers and directors of the Windsor Companies, as of the Effective Date, shall execute and deliver any and all proper deeds, bills of sale, and assignments, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions hereof.

ARTICLE V

Upon the Effective Date, the ownership interest of the Windsor Companies, which will be held by AFU, shall be merged into the ownership interest of the Surviving Corporation, which is also AFU.

ARTICLE VI

The officers and directors of AFU on the effective date of the merger shall serve as the officers and directors of the Surviving Corporation.

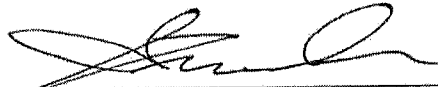
ARTICLE VII

All acts, plans, policies, approvals and authorizations of the Windsor Companies, their owners, members, managers, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be effective and binding thereon as they were on the Windsor Companies. The employees of the Windsor Companies shall become the employees of the Surviving Corporation and will become subject to the rights and benefits provided by the Surviving Corporation. It is intended that the transaction described herein qualified as a reorganization within Section 368(a)(1)(F) of the Internal Revenue Code of 1954, as amended.

ARTICLE VIII

This Agreement and the merger may be terminated and abandoned by resolution of the Board of Directors of AFU or by act of the general partner or member of any of the Windsor Companies prior to the Effective Date. In the event of the termination and abandonment of this Agreement and the merger pursuant to the foregoing provisions of this Article, this Agreement shall become void and of no further effect without any liability on the part of any of the parties or their shareholders, owners, partners, members, or the directors or officers in respect thereof.

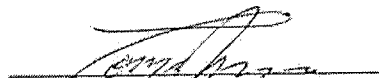
Ajinomoto Frozen Foods U.S.A., Inc.



Toshiyuki Yamauchi, President

Windsor Quality Holdings, LP

By Its General Partner


Tomoya Yoshizumi, President
Ajinomoto North America, Inc.

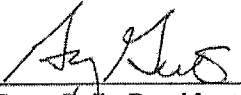
WQFCGP, LLC



Greg Geib, President


Windsor Quality Food Company, Ltd.

By Its General Partner




Greg Geib, President
WQFCGP, LLC

Discovery Foods LLC



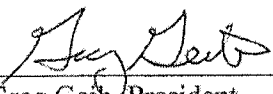
Greg Geib, President

Chili Bowl, LLC



Greg Geib, President

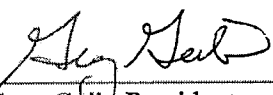
SBIGP, LLC



Greg Geib, President

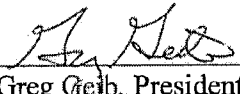
Windsor Foods, LP

By Its General Partner



Greg Geib, President
SBIGP, LLC


Lampasas Holdings, LLC



Greg Geib, President

Lampasas Mexican Foods, LP

By Its General Partner



Greg Geib, President
Lampasas Holdings, LLC