

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM368873

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	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**

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

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Registration Number:	1987014	BASIC VALUE
Registration Number:	1962750	BEIJING
Registration Number:	1952946	FRESHER THAN FRESH
Registration Number:	2000563	MANDARIN
Registration Number:	3118201	STEAMWORKS
Registration Number:	3906500	STIR FRY CREATIONS FOR TWO
Registration Number:	3906499	STIR FRY CREATIONS
Registration Number:	2507358	TAI PEI
Registration Number:	2610017	TAI PEI
Registration Number:	3965786	VIP
Registration Number:	1982085	VIP STIRFRY LO MEIN
Registration Number:	1443442	VIP FRESHER THAN FRESH
Registration Number:	2066150	VIP STIR-FRY HUNAN
Registration Number:	1679556	VIP MANDARIN
Registration Number:	2079527	VIP QUALITY PLUS
Registration Number:	1499788	VIP
Registration Number:	1478856	VIP VEGGIE COMBOS
Registration Number:	0899311	VIP

TRADEMARK

**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**ATTORNEY DOCKET NUMBER:** 48605.00290**NAME OF SUBMITTER:** Clifford C. Dougherty, III**SIGNATURE:** /CCD,III/**DATE SIGNED:** 01/12/2016**Total Attachments: 6**

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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) 886-2200

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:

Table with 3 columns: NAME, TYPE, and REGISTRY NUMBER. Rows include Ajinomoto Frozen Foods U.S.A, Inc., Windsor Quality Holdings, L.P., WQFCGP, LLC, Windsor Quality Food Company, Ltd., Discovery Foods, LLC, Chili Bowl, LLC, SBIGP, LLC, and Windsor Foods, L.P.

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:

[Handwritten 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 FilingInOregon.com, using the Business Name Search program.

<b>NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE</b>	<b>TYPE:</b>	<b>REGISTRY NUMBER:</b>
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.

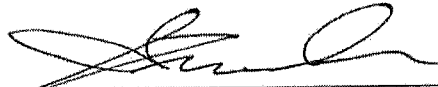
**ARTICLE VII**

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.

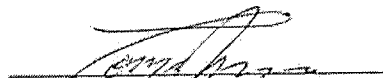
**Ajinomoto Frozen Foods U.S.A., Inc.**



Toshiyuki Yamauchi, President

**Windsor Quality Holdings, LP**

By Its General Partner

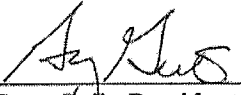
  
Tomoya Yoshizumi, President  
Ajinomoto North America, Inc.

**WQFCGP, LLC**


  
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Greg Geib, President

**Windsor Quality Food Company, Ltd.**


By Its General Partner

  
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Greg Geib, President  
WQFCGP, LLC

**Discovery Foods LLC**

  
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Greg Geib, President

**Chili Bowl, LLC**

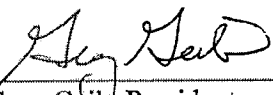
  
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Greg Geib, President

**SBIGP, LLC**

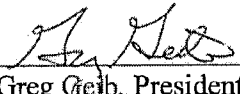
  
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Greg Geib, President

**Windsor Foods, LP**

By Its General Partner


  
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Greg Geib, President  
SBIGP, LLC

**Lampasas Holdings, LLC**

  
\_\_\_\_\_  
Greg Geib, President

**Lampasas Mexican Foods, LP**

By Its General Partner

  
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Greg Geib, President  
Lampasas Holdings, LLC