

01-26-1999

FORM PTO-1594 (Modified)
(Rev. 8-93)
OMB No. 0651-0011 (exp. 4/94)
Copyright 1994-97 LegalStar
TM05/REV03



SHEET
JLY

Docket No.:

100948966

Tab settings → → → ▼

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

1. Name of conveying party(ies):

Mederer Corporation

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____

Additional names(s) of conveying party(ies) attached? Yes No

- Association
- Limited Partnership

2. Name and address of receiving party(ies):

Name: Trolli Inc.

Internal Address: #300

Street Address: 1751 S.W. 6th Street

City: Plantation State: IL ZIP: _____

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation 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 Effective as of December 31, 1997

Execution Date: _____

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

01/26/1999 SBURMS 00000189 500403 1285440
01 FC:481 40.00 CH

B. Trademark Registration No.(s)

1,285,440

Additional numbers attached? Yes No

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

Name: Laurie Peard Soler

Internal Address: Favorite Brands

International, Inc.,

Suite 400

Street Address: 25 Tri-State International

City: Lincolnshire State: IL ZIP: 60069

6. Total number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0403 Of Favorite Brands Internationa

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.

LAURIE PEARD SOLER

Laurie Peard Soler

1/15/99

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document:

TRADEMARK

REEL: 1845 FRAME: 0791

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MEDERER CORPORATION

INTO

TROLI INC.

*** * * * ***

MEDERER CORPORATION, a corporation organized and existing under the laws of Delaware ("Mederer"), DOES HEREBY CERTIFY:

FIRST: That Mederer was incorporated on the 3rd day of January, 1985, pursuant to the General Corporation Laws of the State of Delaware.

SECOND: That Mederer owns all of the outstanding shares of the stock of Trolli Inc., a corporation incorporated on the 27th day of October, 1989, pursuant to the General Corporation Laws of the State of Delaware ("Trolli").

THIRD: That the directors of Mederer, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members of the Board on the 18th day of December, 1997, determined to and did merge itself into said Trolli:

RESOLVED, that Mederer merge, and it hereby does merge itself into said Trolli which assumes all of the obligations of Mederer; and

FURTHER RESOLVED, that the merger shall become effective on the 31st day of December, 1997; and

FURTHER RESOLVED, that each share of capital stock of Mederer outstanding immediately prior to the effective date of the merger shall be surrendered, canceled and retired; and

FURTHER RESOLVED, that the proposed merger shall be submitted to the only stockholder to be adopted by written consent of Mederer whereby the merger shall be adopted; and

FURTHER RESOLVED, that the President or any Vice President of Mederer be and hereby is directed to make and execute a Certificate of Ownership and Merger setting forth the resolutions to merge said Mederer into Trolli, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: That the merger has been approved by the sole shareholder of Mederer by unanimous written consent.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Mederer at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Mederer Corporation has caused this Certificate to be signed by Brooks B. Gruemmer, its Vice President, this 18th day of December, 1997.

By: 

Vice President

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MEDERER CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "TROLLI INC." UNDER THE NAME OF "TROLLI INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE; AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1997, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2211940 8100M

AUTHENTICATION:

8832442

971444739

DATE:

TRADEMARK

REEL: 1845 FRAME: 0794

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****MEDERER CORPORATION****INTO****TROLLI INC.***** * * * ***

MEDERER CORPORATION, a corporation organized and existing under the laws of Delaware ("Mederer"), DOES HEREBY CERTIFY:

FIRST: That Mederer was incorporated on the 3rd day of January, 1985, pursuant to the General Corporation Laws of the State of Delaware.

SECOND: That Mederer owns all of the outstanding shares of the stock of Trolli Inc., a corporation incorporated on the 27th day of October, 1989, pursuant to the General Corporation Laws of the State of Delaware ("Trolli").

THIRD: That the directors of Mederer, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members of the Board on the 18th day of December, 1997, determined to and did merge itself into said Trolli:

RESOLVED, that Mederer merge, and it hereby does merge itself into said Trolli which assumes all of the obligations of Mederer; and

FURTHER RESOLVED, that the merger shall become effective on the 31st day of December, 1997; and

FURTHER RESOLVED, that each share of capital stock of Mederer outstanding immediately prior to the effective date of the merger shall be surrendered, canceled and retired; and

FURTHER RESOLVED, that the proposed merger shall be submitted to the only stockholder to be adopted by written consent of Mederer whereby the merger shall be adopted; and

FURTHER RESOLVED, that the President or any Vice President of Mederer be and hereby is directed to make and execute a Certificate of Ownership and Merger setting forth the resolutions to merge said Mederer into Trolli, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: That the merger has been approved by the sole shareholder of Mederer by unanimous written consent.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Mederer at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Mederer Corporation has caused this Certificate to be signed by Brooks B. Gruemmer, its Vice President, this 18th day of December, 1997.

By: 

Vice President

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MEDERER CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "TROLLI INC." UNDER THE NAME OF "TROLLI INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1997, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2211940 8100M

AUTHENTICATION:

8832442

971444739

DATE:

TRADEMARK

RECORDED: 01/26/1999

REEL: 1845 FRAME: 0797