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U.S. Patent & TMO/TM Mail Rpt Dt #71



Form 10-1374

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Weston Mills, Inc.

10-3-01

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 11, 2000

2. Name and address of receiving party(ies)

Name: Maplehurst Bakeries, Inc.

Internal Address: 50 Maplehurst Drive

Street Address: _____

City: Brownsburg State: IN Zip: 46112

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Indiana
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,183,667

Additional number(s) attached Yes No

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

Name: Douglas R. Bush

Internal Address: Arent Fox Kintner Plotkin & Kahn PLLC

Street Address: 1050 Connecticut Ave., NW

City: Washington State: DC Zip: 20036

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

01-2300

(Attach duplicate copy of this page if paying by deposit account)

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.

Michael A. Grow
Name of Person Signing

Michael A. Grow 10-2-01
Signature Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002381 FRAME: 0638

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C A N A D A

PROVINCE OF ONTARIO

TO WIT:

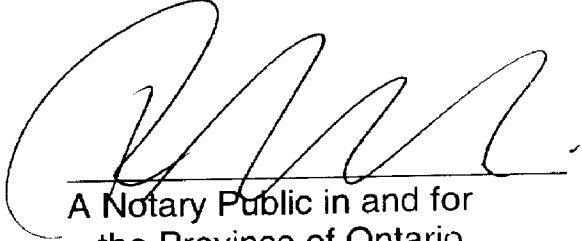
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TO ALL WHOM THESE PRESENTS

MAY COME, BE SEEN OR KNOWN

I, ROBERT A. BALCOM, a Notary Public, in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of Toronto, in the Province of Ontario, DO CERTIFY AND ATTEST that the paperwriting hereto annexed is a true copy of a document produced and shown to me and purporting to be: Certificate of Merger of Maplehurst Bakeries, Inc. dated July 11, 2000, the said copy having been compared by me with the said photocopy document, an act whereof being requested have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed my Notarial Seal of Office at Toronto, Ontario, this 26th day of September, 2001.


A Notary Public in and for
the Province of Ontario

**State of Indiana
Office of the Secretary of State**

**CERTIFICATE OF MERGER
of
MAPLEHURST BAKERIES, INC.**

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Merger of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

MAPLEHURST REFRIGERATED EXPRESS INC
a(n) For-Profit Domestic Corporation

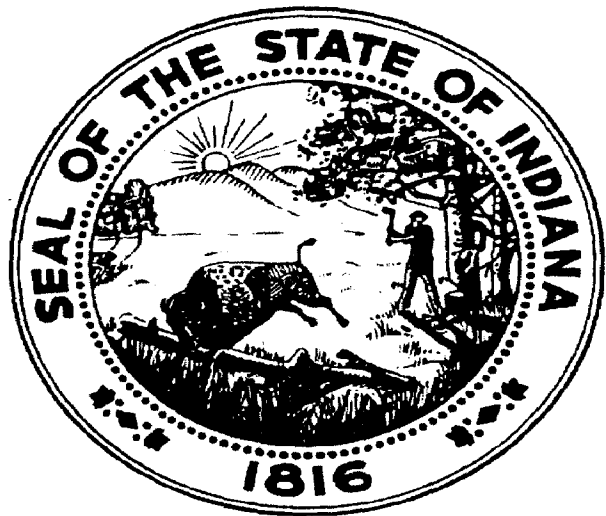
MAPLEHURST REFRIGERATED EXPRESS SOUTH INC
a(n) For-Profit Domestic Corporation

THE CATALOG COMPANY INC
a(n) For-Profit Domestic Corporation

WESTON MILLS INC.
a(n) For-Profit Domestic Corporation

merged with and into the surviving entity:
MAPLEHURST BAKERIES, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, July 11, 2000.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, July 11, 2000.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

194518-100 / 2000071241060



ARTICLES OF MERGER

State Form 39036 (R5 / 2-97)

Approved by State Board of Accounts, 1995

SUE ANNE GILROY
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington Street, Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

Indiana Code 23-1-40-1 et. seq.

FILING FEE: \$90.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
Present original and two (2) copies to address in upper right corner of this form.
Please TYPE or PRINT.
Upon completion of filing the Secretary of State will issue a receipt.

ARTICLES OF MERGER / SHARE EXCHANGE OF

WESTON MILLS INC., MAPLEHURST REFRIGERATED EXPRESS INC., MAPLEHURST
(hereinafter "the nonsurviving corporation(s)")
REFRIGERATED EXPRESS SOUTH, INC. and THE CATALOG COMPANY

INTO

MAPLEHURST BAKERIES, INC.

(hereinafter "the surviving corporation")

ARTICLE I - SURVIVING CORPORATION

The name of the corporation surviving the merger is : MAPLEHURST BAKERIES, INC.
and such name has has not (*designate which*) been changed as a result of the merger.

- a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on May 10, 1967.
- b. The surviving corporation is a foreign corporation incorporated under the laws of the State of _____ and qualified not qualified (*designate which*) to do business in Indiana.
If the surviving corporation is qualified to do business in Indiana, state the date of qualification: _____
(*If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".*)

ARTICLE II - NONSURVIVING CORPORATION (S)

The name, state of incorporation, and date of incorporation or qualification (*if applicable*) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation <u>Weston Mills Inc.</u>	Date of Incorporation or qualification in Indiana (<i>if applicable</i>) <u>July 9, 1992</u>
State of Domicile <u>Indiana</u>	
Name of Corporation <u>Maplehurst Refrigerated Express Inc.</u>	Date of Incorporation or qualification in Indiana (<i>if applicable</i>) <u>May 2, 1983</u>
State of Domicile <u>Indiana</u>	
Name of Corporation <u>Maplehurst Refrigerated Express South, Inc.</u>	Date of Incorporation or qualification in Indiana (<i>if applicable</i>) <u>June 14, 1983</u>
State of Domicile <u>Indiana</u>	

Additional Nonsurviving corporation attached as Addendum A

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2

Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on December 24 1999 and signed by all shareholders entitled to vote.
- B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2

Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on December 24 1999 and signed by all shareholders entitled to vote.
- B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

In Witness Whereof, the undersigned being the D. R. ... of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this 24 day of December, 1999.

Signature: [Handwritten Signature]

Printed name: Richard M. ...

ADDENDUM A

Name of Corporation:	The Catalog Company
State of Domicile:	Indiana
Date of Incorporation or qualification in Indiana (<i>if applicable</i>)	July 15, 1983

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of the 24th day of December, 1999, pursuant to Chapter 40-1 of the Business Corporation Law of the State of Indiana among Weston Foods, Inc., a Delaware corporation ("Weston Foods"), Weston Mills Inc., an Indiana corporation ("Weston Mills"), Maplehurst Refrigerated Express Inc., an Indiana corporation ("MRE"), Maplehurst Refrigerated Express South, Inc., an Indiana corporation ("MRES"), The Catalog Company, an Indiana corporation ("Catalog") (Weston Mills, MRE, MRES and Catalog together the "Terminating Corporations") and Maplehurst Bakeries, Inc., an Indiana corporation (the "Surviving Corporation").

WITNESSETH that:

WHEREAS, the Boards of Directors of the Surviving Corporation, the Terminating Corporations and Weston Foods deem it advisable and in the best interests of the stockholders of their respective corporations that the Terminating Corporations be acquired by the Surviving Corporation through a merger (the "Mergers") of each of the Terminating Corporations with and into the Surviving Corporation pursuant to the Business Corporation Law of the State of Indiana (the "IBCL") and in accordance with the Agreement;

WHEREAS, the Surviving Corporation, MRE, MRES and Catalog are wholly-owned subsidiaries of Weston Mills and Weston Mills is a wholly-owned subsidiary of Weston Foods;

WHEREAS, Weston Foods, as sole shareholder of Weston Mills, and Weston Mills, as sole shareholder of the Surviving Corporation, MRE, MRES and Catalog, have unanimously approved the Mergers;

NOW THEREFORE, the corporation parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of the Mergers and mode of carrying the same into effect as follows:

FIRST: Weston Mills, MRE, MRES and Catalog shall each merge itself into the Surviving Corporation and the Surviving Corporation shall merge itself into Weston Mills, MRE, MRES and Catalog.

SECOND: The Surviving Corporation shall file the Articles of Merger for the Mergers with the Indiana Secretary of State which will have December 31, 1999 as the effective date (the "Effective Date").

THIRD: The Mergers shall become effective on the Effective Date.

FOURTH: The name of the Surviving Corporation shall be Maplehurst Bakeries, Inc. upon the effectiveness of the Mergers on the Effective Date.

FIFTH: The Articles of Incorporation of the Surviving Corporation, as in effect on the Effective Date, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving the Mergers.

SIXTH: Upon the effectiveness of the Mergers, each share of capital stock of MRE, MRES and Catalog which shall be outstanding on the Effective Date shall be canceled without consideration. Upon the effectiveness of the Mergers, there shall be a share exchange so that for every 6 $\frac{2}{3}$ shares of capital stock of Weston Mills owned by Weston Foods, Weston Foods shall receive one share of capital stock of the Surviving Corporation. There are no minority stockholders in the Terminating Corporations.

SEVENTH: Upon the effectiveness of the Mergers, the authorized number and par value of shares of all classes of capital stock of the Surviving Corporation immediately prior to the effectiveness of the Mergers shall be the authorized number and par value of shares of the classes of capital stock of the corporation surviving the Mergers from and after the Effective Date.

EIGHTH: The remaining terms and conditions of the Mergers are as follows:

(a) The By-Laws of the Surviving Corporation as they shall exist on the Effective Date of the Mergers shall be and remain the By-laws of the corporation surviving the Mergers until the same shall be altered, amended or repealed as therein provided.

(b) Upon effectiveness of the Mergers, the directors of the Surviving Corporation shall continue as directors of the corporation surviving the Mergers until their successors shall have been duly elected and qualified as provided in the Articles of Incorporation and By-laws of the Surviving Corporation.

(c) The officers of the Surviving Corporation shall continue in office until their successors shall have been duly elected and qualified as provided in the Articles of Incorporation and By-laws of the Surviving Corporation.

(d) Upon the Mergers becoming effective, all the property, rights, privileges, obligations, franchises, patents, trademarks, licenses, contracts, registration and other assets and obligations of every kind and description of the Terminating Corporations shall be transferred to, vested in, assumed by and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Terminating Corporations shall be as effectively the property of the Surviving Corporation as they were of the Terminating Corporations and the Surviving Corporation respectively. The Terminating Corporations agree from time to time, as and when requested by the Surviving Corporation or its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Terminating Corporations acquired or to be


acquired by reason of or as a result of the Mergers herein provided for and otherwise to carry out the intent and purpose hereof and the proper officers and directors of the Terminating Corporations and the proper officers and directors of the Surviving Corporation are fully authorized to take any and all such action.

(e) Any time prior to the Effective Date, the Agreement may be terminated by the Boards of Directors of any of the Terminating Corporations or the Surviving Corporation as allowed under Chapter 40-3 of the IBCL.

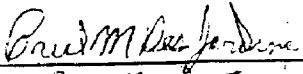
NINTH: This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same agreement.

[signature page follows]


MAPLEHURST REFRIGERATED
EXPRESS INC.

By: 
Name: Richard M Des, Jr
Title: Officer

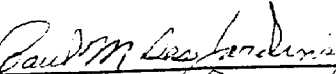
ATTEST:

By: 
Name: Paul M. DesJardins
Title: _____

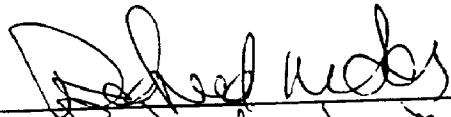
MAPLEHURST REFRIGERATED
EXPRESS SOUTH, INC.

By: 
Name: Richard M. Des, Jr
Title: Officer


ATTEST:

By: 
Name: Paul M. DesJardins
Title: _____

THE CATALOG COMPANY

By: 
Name: Richard M Des Jr
Title: Officer

ATTEST:

By: 
Name: Paul M. DesJardins
Title: _____

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be duly executed and delivered by its respective officers thereunto duly authorized, all as of the day and year first written above.

WESTON FOODS, INC.

By: [Signature]
Name: Richard N. DeLoe
Title: Director

ATTEST:

By: [Signature]
Name: Paul M. Desjardins
Title: _____

WESTON MILLS INC.

By: [Signature]
Name: Richard N. DeLoe
Title: Director

ATTEST:

By: [Signature]
Name: Paul M. Desjardins
Title: _____

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