

06-24-2004



102776678

Form P-10 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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):

Raskas Foods, Inc. 6.14-04

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: January 30, 2004

2. Name and address of receiving party(ies)

Name: Raskas Foods Holding Company Inc

Internal Address: P.O. Box 19010

Street Address: 425 Pine Street

City: Green Bay State: WI Zip: 54301

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

See attached

B. Trademark Registration No.(s)

See attached

Additional number(s) attached Yes No

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

Name: Tori Lynne Kluess

Internal Address:

Street Address: 231 S. Adams St.

City: Green Bay State: WI Zip: 54301

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 3.41): \$ 215.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(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.

Tori Lynne Kluess Name of Person Signing

Signature

6-4-2004 Date

Total number of pages including cover sheet, attachments, and document: 11

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

06/23/2004 MGETACHE 00000096 76182977

01 FC:8521 02 FC:8522

40.00 OP 175.00 OP

<u>Mark</u>	<u>Reg/Serial No.</u>
CORDON RICHE	76182977
LOUIS BIEN	1202192
SMETINA	0231103
THE BEST YOU CAN NAME	1867728
RASKAS (with design)	1988302
BRITTANY LANE	1084156
BAGEL BLENDS	2168670
PORTABLES	76443049

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (the "Agreement") is made and entered into this 12th day of May, 2004, by and between RASKAS FOODS, INC., a Missouri corporation with its corporate headquarters located at 425 Pine Street, Green Bay, Wisconsin, 54301 ("Raskas"), and RASKAS FOODS HOLDING COMPANY, INC., a Wisconsin corporation with its corporate headquarters located at 425 Pine Street, Green Bay, Wisconsin, 54301 ("HoldCo").

RECITALS

This Agreement is made with reference to the following facts and circumstances:

A. Raskas and HoldCo have entered into that certain Articles of Merger and Plan of Merger, dated the 30th day of January, 2004 (the "Plan"), pursuant to which Raskas was merged into HoldCo. The effective date of the merger is April 13, 2004.

B. Pursuant to the Plan, Raskas shall assign to HoldCo the entire right, title and interest in, to, and under the trademarks identified below (the "Trademarks"):

<u>Mark</u>	<u>Reg/Serial No.</u>
CORDON RICHE	76182977
LOUIS BIEN	1202192
SMETINA	0231103
THE BEST YOU CAN NAME	1867728
RASKAS (with design)	1988302
BRITTANY LANE	1084156
BAGEL BLENDS	2168670
PORTABLES	76443049

C. HoldCo desires to acquire for itself the entire right, title and interest in, to and under the Trademarks.

NOW, THEREFORE, in consideration of the foregoing recitals which are incorporated herewith and made a part of this Agreement, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows.

1. Assignment by Raskas. Raskas hereby assigns and transfers exclusively to HoldCo and its successors and assigns, the entire and complete right, title and interests in, to, and under the Trademarks, together with the goodwill of the business in which the Trademarks are used, throughout the United States and the rest of the world, including all renewals and extensions of the Trademarks and all rights to sue and recover for past infringements thereof

which may be secured under the laws now or hereafter in force and effect in the United States of America and/or in any country or countries, and any and all other legal protection and rights and benefits under any applicable treaties or conventions relating to the Trademarks, to have and to hold for HoldCo's own use and enjoyment, and for the use and enjoyment of its successors and assigns.

IN WITNESS WHEREOF, Raskas and HoldCo have executed this Trademarks Assignment on the date and year first written above.

**RASKAS FOODS
HOLDING COMPANY, INC.**

RASKAS FOODS, INC.

By: Brian P. Liddy
Brian P. Liddy, Secretary

By: Brian P. Liddy
Brian P. Liddy, Secretary

Subscribed and sworn before me
this 12th day of May, 2004.
2004.

Subscribed and sworn before me
this 12th day of May 2004.

June Thompson
Notary Public, Brown County, Wisconsin
My Commission: _____

June Thompson
Notary Public, Brown County, Wisconsin
My Commission: _____

JUNE THOMPSON
Notary Public, Wisconsin
My Commission Expires November 26, 2006

JUNE THOMPSON
Notary Public, Wisconsin
My Commission Expires November 26, 2006

STATE OF MISSOURI



Matt Blunt
Secretary of State

CERTIFICATE OF MERGER MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

RASKAS CHEESE PRODUCTS OF PENNSYLVANIA, INC. – 00307874

RASKAS FOODS, INC. – 00335787

INTO:

RASKAS FOODS HOLDING COMPANY, INC. – 00237124


Organized and existing under laws of Missouri have been received, found to conform to law, and filed.

NOW, THEREOF, I, MATT BLUNT, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

RASKAS FOODS HOLDING COMPANY, INC. – 00237124

as the surviving entity.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 13th day of April, 2004.


Secretary of State



State of Missouri
Merger - General Business - Domestic 6 Page(s)



T0410413647

T0404915532

File Number: 200411713103

00237124

Date Filed: 04/13/2004

Matt Blunt

Secretary of State

Corporations Division
P.O. Box 778, Jefferson City, MO 65102

James C. Kirkpatrick, State Information Center
600 W. Main Street, Rm 322, Jefferson City, MO 65101

Articles of Merger for Parent/Subsidiary Corporations

(Section 351.447, RSMo)
(Submit in duplicate with \$30 filing fee)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. That Raskas Foods Inc. of Missouri
(Name of Corporation) (Parent State)
2. That Raskas Cheese Products of Pennsylvania, Inc. of Missouri
(Name of Corporation) (Parent State)
3. That Raskas Foods Holding Company, Inc. of Missouri
(Name of Corporation) (Parent State)

are hereby merged and that the above named Raskas Foods Holding Company, Inc.
is the surviving corporation. (Name of Corporation)

4. That the Board of Directors of Raskas Foods, Inc.
(Name of Corporation)
met on 01/30/2004 and by resolution adopted by a majority vote of the members of such board approved the Plan
month/day/year
of Merger set forth in these articles.

5. That the Board of Directors of Raskas Cheese Products of Pennsylvania, Inc.
(Name of Corporation)
met on 01/30/2004 and by resolution adopted by a majority vote of the members of such board approved the Plan
month/day/year
of Merger set forth in these articles.

6. That the Board of Directors of Raskas Foods Holding Company, Inc.
(Name of Corporation)
met on 01/30/2004 and by resolution adopted by a majority vote of the members of such board approved the Plan
month/day/year
of Merger set forth in these articles.

7. That this Plan of Merger has been adopted pursuant to Section 351.447, RSMo.

8. That the resolution of the Board of Directors of the parent corporation, Raskas Foods Holding Company, Inc.

approving the Plan of Merger is as follows:
Resolved, that Raskas Foods, Inc. and Raskas Cheese Products of Pennsylvania, Inc. shall merge with Raskas Foods Holding Company, Inc., with Raskas Foods Holding Company, Inc. being the surviving corporation, in accordance with the Plan of Merger set forth in these Articles of Merger.

9. That the parent corporation, Raskas Foods Holding Company, Inc. is in compliance with the 90 percent ownership requirement of Section 351.447, RSMo, and will maintain at least 90 percent ownership of each of the other corporations, party to the merger, until the issuance of the Certificate of Merger by the Secretary of State of the State of Missouri.

10. PLAN OF MERGER

1. Raskas Foods Holding Company, Inc. of Missouri
is the survivor.

2. All of the property, rights, privileges, leases and patents of the non-survivors, Raskas Foods, Inc.
and Raskas Cheese Products of Pennsylvania, Inc.

are to be transferred to and become the property of Raskas Foods Holding Company, Inc.

_____ the survivor. The officers and board of directors of
the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may
be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of Raskas Foods Holding Company, Inc.
shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the
surviving corporation.

4. [To be completed if the parent corporation does not own all the outstanding shares of each of the subsidiary corporations
party to the merger.] N/A
The consideration paid by the surviving corporation upon surrender of each share of the subsidiary corporation(s) which is
not owned by the parent corporation is as follows:

5. [To be completed if the parent corporation is not the surviving corporation.] N/A

a. The outstanding shares of _____
parent corporation, shall be exchanged for shares of _____
_____, surviving corporation on the following basis:

b. The proposed merger has been approved either by:

receiving the affirmative vote of at least two-thirds of the outstanding shares of _____
_____,
parent corporation, entitled to vote thereon at a meeting thereof duly called and held on _____, or

In lieu of such required voting, the proposed merger has been approved by the directors of each of the
corporations, the rights and benefits of the shareholders as set forth in section 351.093 are the same, and the surviving
corporation is solvent and will retain the name of the parent.

6. If the surviving corporation is a foreign corporation, it is agreed that, upon and after the issuance of a certificate of merger
by the Secretary of State of the State of Missouri: N/A

a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of
any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in
any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the
laws of the State of Missouri against the surviving corporation;

b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is _____

c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

7. The articles of incorporation of the survivor are/are not amended as follows:

N/A

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

~~CORPORATE SEAL~~

RASKAS FOODS HOLDING COMPANY, INC.

Name of Corporation

By David P. Pozniak
President or Vice President

David P. Pozniak 1-30-04
Printed Name Date

ATTEST

Brian P. Liddy
Secretary or Assistant Secretary
Brian P. Liddy

RASKAS FOODS INC.

Name of Corporation

By David P. Pozniak
President or Vice President

David P. Pozniak 1-30-04
Printed Name Date

ATTEST

Brian P. Liddy
Secretary or Assistant Secretary
Brian P. Liddy

RASKAS CHEESE PRODUCTS OF PENNSYLVANIA, INC.

Name of Corporation

By David P. Pozniak
President or Vice President

David P. Pozniak 1-30-04
Printed Name Date

ATTEST

Brian P. Liddy
Secretary or Assistant Secretary
Brian P. Liddy

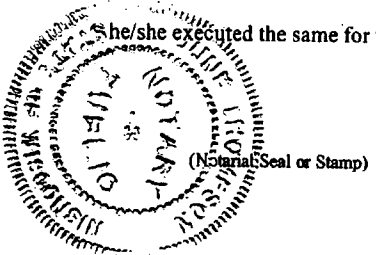
Corp. #51A (Page 3)

State of Wisconsin
County of Brown } ss

On Jan 30, 2004 before me David P. Pozniak
month/day/year

Notary Public in and for said state, personally appeared David P. Pozniak
President (Title), Raskas Foods Inc. (Name)
(Name of Corporation)

known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that
he/she executed the same for the purposes therein stated.



June Thompson
Notary Public

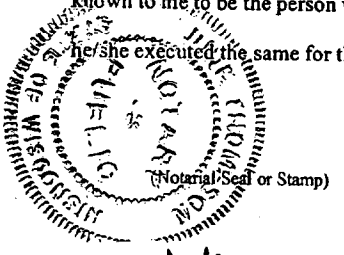
My commission expires JUNE THOMPSON
Notary Public, Wisconsin
My County of Commission Expire November 26, 2006
JUNE THOMPSON
Notary Public, Wisconsin
My Commission Expires November 26, 2006

State of Wisconsin
County of Brown } ss

On Jan. 30, 2004 before me David P. Pozniak
month/day/year

Notary Public in and for said state, personally appeared David P. Pozniak
President (Title), Raskas Cheese Products of Pennsylvania, Inc. (Name)
(Name of Corporation)

known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that
he/she executed the same for the purposes therein stated.



June Thompson
Notary Public

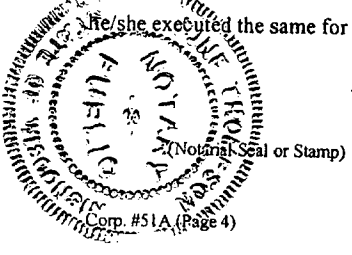
My commission expires JUNE THOMPSON
Notary Public, Wisconsin
My County of Commission My Commission Expires November 26, 2006

State of Wisconsin
County of Brown } ss

On Jan. 30, 2004 before me David P. Pozniak
month/day/year

Notary Public in and for said state, personally appeared David P. Pozniak
President (Title), Raskas Foods Holding Company, Inc. (Name)
(Name of Corporation)

known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that
he/she executed the same for the purposes therein stated.



June Thompson
Notary Public

My commission expires JUNE THOMPSON
Notary Public, Wisconsin
My County of Commission My Commission Expires November 26, 2006

DIVISION OF TAXATION AND COLLECTION
P O BOX 3666
JEFFERSON CITY MO 65105-3666

STATE OF MISSOURI
Department of Revenue
Telephone: (573) 751-9268
Fax: (573) 522-1160
E-mail: taxclearance@dor.mo.gov



April 7, 2004

RE: RASKAS FOODS, INC.
MISSOURI CORPORATION CHARTER NUMBER: 00335787

Dear Sir or Madam:

In accordance with your request, a review of the account has been made. There are no delinquencies at this time with respect to the filing of all required franchise tax reports and payments of all penalties and interest.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

THIS CERTIFICATE REMAINS VALID FOR FORTY-FIVE (45) DAYS FROM THE ISSUANCE DATE.

Sincerely,

A handwritten signature in black ink, appearing to read "Kenneth M. Pearson".

Kenneth M. Pearson
Administrator
Business Tax

JAF:DU0550

CBN003
200409800300485

DIVISION OF TAXATION AND COLLECTION
P O BOX 3666
JEFFERSON CITY MO 65105-3666

STATE OF MISSOURI
Department of Revenue

Telephone: (573) 751-9268
Fax: (573) 522-1160
E-mail: taxclearance@dor.mo.gov



April 7, 2004

RE: RASKAS CHEESE PRODUCTS OF PENNSYLVANIA, INC.
MISSOURI CORPORATION CHARTER NUMBER: 00307874

Dear CORPORATION:

In accordance with your request, a review of the account has been made. There are no delinquencies at this time with respect to the filing of all required franchise tax reports and payments of all penalties and interest.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

THIS CERTIFICATE REMAINS VALID FOR FORTY-FIVE (45) DAYS FROM THE ISSUANCE DATE.

Sincerely,

A handwritten signature in black ink, appearing to read "Kenneth M. Pearson".

Kenneth M. Pearson
Administrator
Business Tax

JAF:DU0550

CBN003
200409800300502

TOTAL P.06