

06-14-2000



101380077

5-19-00

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

06/13/2000 DNGUYEN 00000221 161797 1862658 FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 75.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
TRADEMARK

REEL: 002086 FRAME: 0547

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

612-330-5446

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	1862658	1485454	1441362
<input type="text"/>	<input type="text"/>	<input type="text"/>	1317212	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

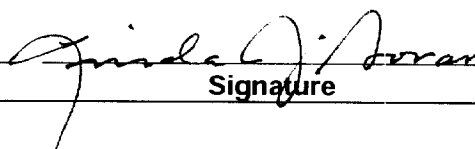
No

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. Charges to deposit account are authorized, as indicated herein.

Linda J. Soranno

Name of Person Signing

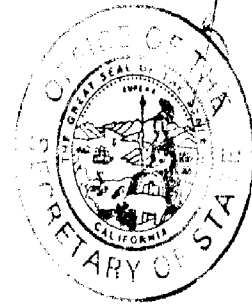


Signature

5-16-2000

Date Signed

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 10 2000



Bill Jones

Secretary of State

A466564

FILED
In the office of the Secretary of State
of the State of California

OCT 01 1995

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CERTIFICATE OF OWNERSHIP

MERGING

Bill Jones
Secretary of State

FLOUR POT COOKIE COMPANY, INC.
(subsidiary corporation)

INTO

ROUSH PRODUCTS COMPANY, INC.
(parent corporation)

We, Barbara Klein, the Vice-President, and Bridget Haefner, the Secretary, of Roush Products Company, Inc. do hereby certify:

1. That we are the Vice-President and the Secretary of this corporation.
2. That this corporation is duly organized and existing under the laws of the State of California.
3. That this corporation owns 100 percent of the outstanding shares of Flour Pot Cookie Company, Inc., a corporation duly organized and existing under the laws of the State of Iowa, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.
4. That the following resolutions were duly adopted and approved by the board of directors of this corporation:

RESOLVED, that effective October 1, 1995, Flour Pot Cookie Company, Inc., an Iowa corporation, shall be merged with and into Roush Products Company, Inc., a California corporation, and Roush Products Company, Inc. shall thereupon assume all the obligations of Flour Pot Cookie Company, Inc.

RESOLVED, that the following Plan of Merger pursuant to which Flour Pot Cookie Company, Inc., an Iowa corporation, shall be merged with and into Roush Products Company, Inc., a California corporation, in substantially the form presented to each member of the Board of Directors, is hereby approved and adopted.

LAN01/125-132022.4

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PLAN OF MERGER

(1) Upon the merger of Flour Pot Cookie Company, Inc., an Iowa corporation (the "Subsidiary"), with and into Roush Products Company, Inc., a California corporation (the "Parent"), becoming effective:

- (a) the name of the surviving corporation shall be Roush Products Company, Inc., and such corporation shall be governed by the laws of the State of California;
- (b) the Subsidiary shall be merged with and into the Parent (hereinafter sometimes referred to as the "Surviving Corporation"), the separate existence of the Subsidiary shall cease, and the Parent shall possess all the rights, privileges, powers and franchises of the Subsidiary, of a public as well as of a private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Subsidiary;
- (c) all property of the Subsidiary, real, personal and mixed, all debts due to the Subsidiary on whatever account, and all other things in action or belonging to the Subsidiary shall be vested in the Parent;
- (d) the title to any real estate vested by deed or otherwise in the Subsidiary shall not revert or be in any way impaired, but all rights of creditors therein and all liens thereon shall be preserved unimpaired;
- (e) all debts, liabilities and duties of the Subsidiary shall attach to the Parent and may be enforced against the Parent to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Parent;
- (f) any claim existing or action or proceeding pending by or against the Subsidiary may be prosecuted as if the merger had not taken place, or the Parent may be proceeded against or substituted in place of the Subsidiary;
- (g) the Certificate of Incorporation and By-Laws of the Parent as in effect immediately prior to the merger becoming effective shall continue in full force and effect as the Certificate of Incorporation and By-laws of the Surviving Corporation; and
- (h) the officers and directors of the Parent shall be and remain the officers and directors of the Surviving Corporation.

(2) All of the outstanding shares of the Subsidiary, all of which are owned by the Parent, shall be canceled and returned and shall cease to exist, without any conversion thereof into shares of the Parent.

5. This certificate shall become effective on October 1, 1995.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at Minneapolis, Minnesota.

Dated: September 26, 1995

Barbara Klein

Name: Barbara Klein
Title: Vice-President

Bridget Haefner

Name: Bridget Haefner
Title: Secretary

