

05-15-2001

4/16/01 MRJ



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents a

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ied original documents or copy thereof.

1. Name of conveying party(ies): **Holden Foods, Inc.**

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

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

2. Name and address of receiving party(ies)

Name: U.S. Mills, Inc.

Internal Address: _____

Street Address: 200 Reservoir Street

City: Needham State: MA Zip: 02494

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

If Assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 5, 2001

4. Application number(s) or registration numbers:

A. Trademark Application No. (s) 75/805792

B. Trademark registration No. (s) 1,898,243

1,926,613

Additional numbers attached? Yes No

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

Name: Joseph V. Jest
BROWN & WOOD LLP

Address: BROWN & WOOD LLP
1666 K Street, NW
Suite 700
Washington, DC 20006-1208

6. Total number of applications and registrations involved 3

7. Total fee (37 CFR 3.41) \$90.00

Enclosed
 Authorized to be charged to deposit account #50-0955

8. Deposit account number: 50-0955
(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.

Joseph V. Jest

Name of Person Signing

Joseph V. Jest
Signature

April 5, 2001

Date

Total number of pages including cover sheet, attachments, and document: 6

Do not detach this portion

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, 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:

"HOLDEN FOODS, INC.", A MINNESOTA CORPORATION,

WITH AND INTO "U.S. MILLS, INC." UNDER THE NAME OF "U.S. MILLS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF FEBRUARY, A.D. 2001, AT 3 O'CLOCK P.M.

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

3071365 8100M

010059446



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0957555

DATE: 02-06-01

TRADEMARK
REEL: 002250 FRAME: 0524

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

HOLDEN FOODS, INC.

INTO

U.S. MILLS, INC.

**U.S. Mills, Inc., a corporation organized and existing under the laws of Delaware,
DOES HEREBY CERTIFY:**

FIRST: That this corporation was incorporated on the 27th day of July, 1999, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Holden Foods, Inc. a corporation incorporated on the 22nd day of July, 1992, pursuant to the Business Corporation Laws of the State of Minnesota.

THIRD: That this corporation, by the following resolutions of its Board of Directors (the "Board") and its shareholders (the "Shareholders"), duly adopted by the unanimous written consent of the members of the Board and the Shareholders, filed with the minutes of the Board on the 31st day of January, 2001, determined to merge into itself said Holden Foods, Inc. ("Holden"):

WHEREAS: The Corporation owns all of the outstanding voting common stock of Holden;

WHEREAS: Section 253 of the General Corporations Law of the State of Delaware authorizes the merger of a wholly owned subsidiary with and into its parent corporation; and

WHEREAS: The Shareholders and Directors of the Corporation believe it is advisable and in the best interests of the Corporation that Holden be merged with and into the Corporation.

NOW, THEREFORE, be it

RESOLVED: That the merger of the Corporation and Holden is hereby approved.

RESOLVED: That the Agreement of Merger (the "Agreement of Merger") providing for the merger of Holden with and into the Corporation, in substantially the form annexed as Exhibit A to these resolutions, be and hereby is, authorized and

approved in every respect, and that the proper officers of the Corporation be, and they are hereby authorized, empowered and directed (i) to execute and deliver in the name and behalf of the Corporation, and, if requested, under its corporate seal or otherwise, the Agreement of Merger or any documents that may be necessary or appropriate to be delivered in connection therewith, with such changes thereto as may be approved by the officers executing the same, the execution thereof by said officers to be conclusive evidence of such approval, and (ii) to consummate the transaction contemplated by the aforementioned documents and/or instruments.

RESOLVED: That the proper officer of the Corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge with Holden and assume its liabilities and obligations, 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; and

RESOLVED: That the proper officers of the Corporation be, and they are hereby authorized, empowered and directed in the name and on behalf of the Corporation to execute, acknowledge, seal and file in the Office of the Secretary of State in the State of Minnesota the Articles of Merger, and to take any and all other actions and to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith.

RESOLVED: That the officers of the Corporation be, and are hereby authorized, empowered and directed to take any and all actions and to execute and deliver any and all documents, certificates, instruments and agreements, in the name and on behalf of the Corporation, under its corporate seal or otherwise, and do any and all things they deem necessary or advisable to carry out the intent of the foregoing resolutions.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, said U.S. Mills, Inc. has caused this Certificate to be signed by Charles T. Verde, its President and Chief Executive Officer, this 5th day of February, 2001.



Charles T. Verde
President and Chief Executive Officer

7M-615

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF MERGER

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: HOLDEN FOODS, INC.

DE: U.S. MILLS, INC.

State of Formation and Name of Surviving Entity:

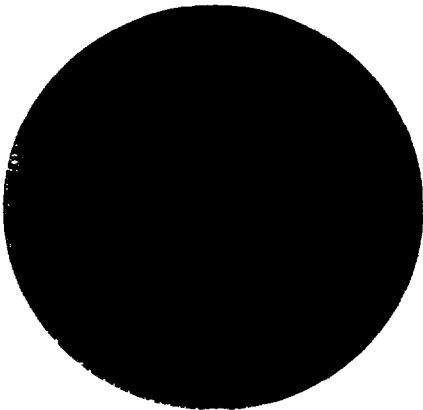
DE: U.S. MILLS, INC.

Effective Date of Merger: February 5, 2001

Name of Surviving Entity After Effective Date of Merger:

U.S. MILLS, INC.

This certificate has been issued on February 5, 2001



Mary Kiffmeyer
Secretary of State.

TRADEMARK

RECORDED: 04/06/2001

REEL: 002250 FRAME: 0528