

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings ⇔ ⇔ ⇔ ▼ ▼ ▼ ▼ ▼ ▼

RECORDATION FORM COVER SHEET
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):

HP Hood Inc.

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

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

2. Name and address of receiving party(ies)

Name: HP Hood LLC

Internal

Address:

Street Address: 90 Everett Avenue, Suite 200

City: Chelsea State: MA Zip: 02150

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Delaware limited liability company

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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 04/01/2004

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

A. Trademark Application No.(s) _____

See attached schedule

B. Trademark Registration No.(s) _____

See attached schedule

Additional number(s) attached Yes No

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

Name: Miriam J. Rovner

Internal Address: Senior Trademark Paralegal

Goodwin Procter LLP

Exchange Place

Street Address: 53 State Street

City: Boston State: MA Zip: 02109-2881

6. Total number of applications and registrations involved: 65

7. Total fee (37 CFR 3.41).....\$ 1640.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-1700

DO NOT USE THIS SPACE

9. Signature.

Robert M. O'Connell, Jr.
Name of Person Signing

Signature

April 15, 2004
Date

Total number of pages including cover sheet, attachments, and document: 13

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

CH \$1640.00 071700 78289590

Hood Schedule A

Mark	Jurisdiction	Serial No.	Filing Date	Registration No.	Registration Date	Status
ANSWER MOM	US	75/777,837	17-Aug-1999	2,368,606	18-Jul-2000	Registered
BELLACOTTA	US	73/137,977	18-Aug-1977	1,097,623	25-Jul-2008	Renewed
BOOTH BROS	US	75/354,749	10-Sep-1997	2,208,665	8-Dec-1998	Registered
BOOTH BROS [stylized]	US	75/354,748	10-Sep-1997	2,208,664	8-Dec-1998	Registered
CARB COUNTDOWN	US	78/289,590	20-Aug-2003			Pending
CHOCO-GOOD	US	75/604,622	14-Dec-1998	2,285,631	12-Oct-1999	Registered
CHOCOLATE CAROUSEL	US	76/146,381	12-Oct-2000	2,509,562	20-Nov-2001	Registered
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CLASSIC TRIO	US	75/498,809	9-Jun-1998	2,229,103	2-Mar-1999	Registered
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DESIGN (cow with sunglasses)	US	75/822,499	14-Oct-1999	2,545,788	12-Mar-2002	Registered
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HOOD (class 32)	US	72/193,167	11-May-1964	798,857	16-Nov-1965	Renewed
HOOD [& Cow's Head Design]	US	72/009,540	4-Jun-1956	649,413	30-Jul-1957	Renewed
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IF YOU'RE COUNTING DOWN YOUR CARBS, COUNT IT IN	US	78/374,646	26-Feb-2004			Pending

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SCOOPFULS	US	76/479,336	31-Dec-2002			Allowed
SHAKE UPS	US	73/484,152	8-Jun-1984	1,328,817	2-Apr-1985	Registered
SIL-OU-ET	US	75/433,718	13-Feb-1998	2,209,259	8-Dec-1998	Registered
SIMPLY SLENDER	US	78/353,933	20-Jan-2004			Pending
SIMPLY SMART	US	75/761,515	27-Jul-1999	2,338,871	4-Apr-2000	Registered

SMART MILK	US	74/265,944	15-Apr-1992	1,887,995	4-Apr-1995	Registered
SPORT SUNDAE BAR	US	75/647,347	24-Feb-1999	2,306,267	4-Jan-2000	Registered
STRAWBERRY SHOWTIME	US	76/146,382	12-Oct-2000	2,522,195	25-Dec-2001	Registered
SUPER SOY	US	78/301,442	17-Sep-2003			Pending
THE DAIRY SOLUTION FOR THOSE COUNTING THEIR	US	78/295,464	3-Sep-2003			Pending

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WELCOME TO HOOD COUNTRY	US	76/159,673	3-Nov-2000	2,500,333	23-Oct-2001	Registered
YO-LICIOUS	US	76/447,870	9-Sep-2002			Allowed
YOU CAN FEEL GOOD ABOUT HOOD	US	75/789,975	1-Sep-1999	2,368,692	18-Jul-2000	Registered

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 01:19 PM 03/31/2004
 FILED 01:18 PM 03/31/2004
 SRV 040236785 - 3677892 FILE

CERTIFICATE OF MERGER
 of
HP HOOD INC.
 with and into
HP HOOD LLC

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), the undersigned surviving limited liability company submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation or organization of the limited liability company and the corporation which are to merge are:

<u>Name</u>	<u>Jurisdiction</u>
HP Hood Inc.	Massachusetts
HP Hood LLC	Delaware

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved and executed in accordance with the provisions of Section 18-209 of the Act by the domestic limited liability company and the Massachusetts corporation which are to merge.
3. The name of the surviving limited liability company is HP Hood LLC.
4. The Merger Agreement is on file at the place of business of the surviving limited liability company located at 90 Everett Avenue, Suite 200, Chelsea, MA 02150.
5. A copy of the Merger Agreement will be furnished by the surviving limited liability company on request and without cost to any member of the domestic limited liability company or any stockholder in the Massachusetts corporation which is to merge.
6. The Merger shall be effective at 8:00 AM, Eastern Standard Time on April 1, 2004.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of March 31, 2004, and is being filed in accordance with Section 18-209 of the Act by an authorized person of the surviving limited liability company in the merger.

HP HOOD LLC

By: H.P. Hood Trust,
Its Sole Member

By: 
Name: John A. Kaneb
Title: Trustee

[Handwritten signature]
Examiner
[Handwritten mark]

FEDERAL IDENTIFICATION NO. 04-1430950 FEDERAL IDENTIFICATION NO. _____

The Commonwealth of Massachusetts *081*
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ~~CONSOLIDATION~~ MERGER
(General Laws, Chapter 156B, Section ~~33A~~ 83A)

~~Articles of Consolidation~~ merger of HP Hood Inc. *11/31/1920*
(a Massachusetts corporation)
and
(M) HP Hood LLC
(a Delaware Limited Liability Company),
the constituent corporations, into
(M) HP Hood LLC
entities.
~~Articles of Consolidation~~ one of the constituent ~~corporations~~ organized under the laws of: Delaware

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section ~~33A~~ and will be kept as provided by Subsection (c) thereof. The ~~surviving corporation~~ *entity* will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent ~~corporation~~ *entity*, upon written request and without charge.

2. The effective date of the ~~consolidation~~ merger determined pursuant to the agreement of ~~consolidation~~ merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

April 1, 2004

3. (For a merger)
The following amendments to the Articles of Organization of the ~~surviving corporation~~ *entity* have been effected pursuant to the agreement of merger:

None

- C
- P
- M
- R.A.

(For a consolidation)
(a) The purpose of the ~~resulting corporation~~ is to engage in the following business activities:

N/A

[Handwritten signature]
P.C.

**Delete the inapplicable words.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.*

155578-01/00

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized to issue: N/A

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

N/A

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

N/A

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

N/A

Item 4 below may be deleted if the resulting/surviving ^{entity} corporation is organized under the laws of a state other than Massachusetts.

~~XXXXXX~~

~~XXXXXX~~

** If there are no provisions state "None".

Entity name, principal office address and post office address, and address of each director or officer of the corporation or partnership.


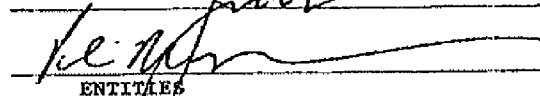
	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:			
Clerk:			
Directors:			

Item 5 below may be deleted if the surviving corporation is organized under the laws of Massachusetts.

5. The ~~corporation~~ ^{entity} hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the ~~corporation~~ ^{entity}, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the ~~corporation~~ ^{entity} in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

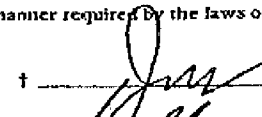
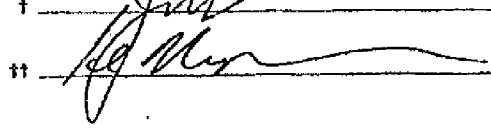
The undersigned ~~President / Vice President~~ and ~~Clerk / Assistant Clerk~~ of HP Hood Inc. a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~consolidation / merger~~ has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

 _____, *President / ~~Assistant~~
 _____, *Clerk / ~~Assistant~~

ENTITIES FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † John A. Kaneb and †† Paul Nightingale, ~~entity~~ ^{entity} of HP Hood LLC, a ~~corporation~~ ^{entity} organized under the laws of Delaware, further state under the penalties of perjury that the agreement of ~~consolidation / merger~~ has been duly adopted by such ~~corporation~~ ^{entity} in the manner required by the laws of Delaware.

*Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† 
†† 

19013

THE COMMONWEALTH OF MASSACHUSETTS
ARTICLES OF *~~CONSOLIDATION~~* MERGER
(General Laws, Chapter 156B, Section 79)
83A

I hereby approve the within Articles of *Consolidation / *Merger and,
the filing fee in the amount of \$ 250.00, having been paid,
said articles are deemed to have been filed with me this 31st
day of March, 20 04

Effective date _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

878611

SECRETARY OF STATE
RECEIVED
01 MAR 31 PM 2:59
CORPORATIONS DIVISION

TO BE FILLED IN BY CORPORATION
Contact Information:

Kathleen P. Lundy
Sullivan & Worcester LLP
One Post Office Square
Boston, MA 02109
Telephone: (617) 338-2821
Email: klundy@sandw.com

A copy this filing will be available on-line at www.state.ma.us/sec/cor
once the document is filed.

Hood Schedule A

Mark	Jurisdiction	Serial No.	Filing Date	Registration No.	Registration Date	Status
ANSWER MOM	US	75/777,837	17-Aug-1999	2,368,606	18-Jul-2000	Registered
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VERMONT GOLD	US	75/355,898	12-Sep-1997	2,195,784	13-Oct-1998	Registered
WELCOME TO HOOD COUNTRY	US	76/159,673	3-Nov-2000	2,500,333	23-Oct-2001	Registered
YO-LICIOUS	US	76/447,870	9-Sep-2002			Allowed
YOU CAN FEEL GOOD ABOUT HOOD	US	75/789,975	1-Sep-1999	2,368,692	18-Jul-2000	Registered

{B0281700; 1}

RECORDED: 04/15/2004

TRADEMARK
REEL: 002834 FRAME: 0225