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12-11-2001

Form PTO-1594 (Rev. 03/01) 11-22-01
OMB No. 0651-0027 (exp. 5/3)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 81-0)
Crystal Foods, Inc.

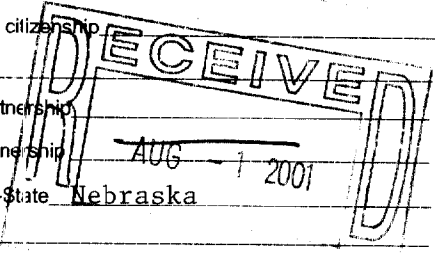
Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

2. Name and address of receiving party(ies)
 Name: M.G. Waldbaum Company
 Internal
 Address: Suite 324
 Street Address: 5353 Wayzata Boulevard
 City: Minneapolis State: MN Zip: 55416

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



3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 12-22-95

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75/053629

B. Trademark Registration No.(s)
1907495, 1620182

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Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Peter M. Spingola, Esq.
 Internal Address: Kirkland & Ellis

 Street Address: 200 E. Randolph Dr.
Suite 5300
 City: Chicago State: IL Zip: 60601

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

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.

Peter M. Spingola Peter Spingola August 1, 2001
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

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

01 FC:481 40.00 OP
 02 FC:482 50.00 OP

TRADEMARK
 REEL: 002406 FRAME: 0015

SECRETARY OF STATE

CERTIFICATE OF MERGER

I, Joan Anderson Growe, 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:

NE: M.G. WALDBAUM COMPANY

MN: CRYSTAL FOODS, INC.

State of Formation and Name of Surviving Entity:

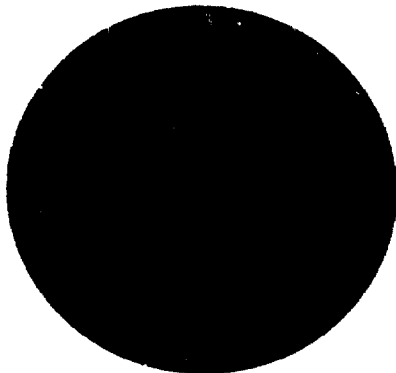
NE: M.G. WALDBAUM COMPANY

Effective Date of Merger: December 22, 1995

Name of Surviving Entity After Effective Date of Merger:

M.G. WALDBAUM COMPANY

This certificate has been issued on: December 22, 1995.



Joan Anderson Growe
Secretary of State.

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PLAN AND ARTICLES OF MERGER

THIS PLAN AND ARTICLES OF MERGER is made by and between M.G. Waldbaum Company, a Nebraska corporation and Crystal Foods, Incorporated, a Minnesota corporation;

WITNESSETH:

WHEREAS, Crystal Foods, Incorporated and M.G. Waldbaum Company are wholly-owned subsidiaries of Michael Foods, Inc., a Delaware corporation ("Michael Foods"); and

WHEREAS, on December 16, 1995, the Board of Directors and Sole Shareholder of M.G. Waldbaum Company and Crystal Foods, Incorporated, determined unanimously that Crystal Foods, Incorporated shall be merged into M.G. Waldbaum Company in accordance with the applicable statutes of the States of Nebraska and Minnesota.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, M.G. Waldbaum Company and Crystal Foods, Incorporated agree as follows:

1. Names of the Constituent Corporations and the Surviving Corporation.

The name of each constituent Corporation to the Merger is Crystal Foods, Incorporated, a Minnesota corporation (hereinafter "Crystal") and M.G. Waldbaum Company, a Nebraska corporation (hereinafter "MGW"). MGW shall be the Surviving Corporation. MGW shall not make any changes in its articles of incorporation or bylaws.

2. Effective Date.

The Merger shall be effective upon the date on which these Articles of Merger are filed in the office of the Secretary of State of the States of Nebraska and Minnesota pursuant to the Nebraska and Minnesota Business Corporation Acts. If such filings occur

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on different dates, the last date of filing shall control. Such date is referred to herein as the "Effective Date."

3. Terms and Conditions of Merger: Manner and Basis of Cancelling the Shares of Crystal.

Immediately prior to the Merger, Michael Foods owned all the outstanding stock of Crystal and MGW. On the Effective Date, Crystal shall be merged in MGW and the separate existence of Crystal shall thereupon cease. The issued and outstanding common stock of Crystal, \$.01 par value, shall be surrendered and cancelled. MGW, the Surviving Corporation, shall possess all the rights, privileges, immunities, powers and purposes of Crystal. All the property, real, personal and mixed, tangible and intangible, of Crystal, and all debts due on whatever account by it, including choses in action belonging to it, all as the same shall exist and to the extent of Crystal's right, title and interest therein, on the Effective Date, shall vest in MGW, the Surviving Corporation, without further act or demand; and all such rights, privileges, immunities, powers and purposes and all and every other interest of Crystal shall be thereafter as effectively the property of MGW, the Surviving Corporation, as they were of Crystal; and the title to and interest in any real estate vested by deed, lease or otherwise, under the laws of the United States or any state thereof or any foreign country shall not revert or in any way be impaired. MGW, the Surviving Corporation, shall be responsible for all liabilities and obligations of Crystal.

4. Business Purpose.

The merger is necessary to Michael Foods and to MGW in its reorganization effort to consolidate operations and reduce operating expenses.

5. Number of Outstanding Shares.

Crystal has only one class of stock, being common stock, \$100.00 par value. The number of outstanding shares thereof is 1,086, all of which are owned by Michael Foods. MGW has only one class of stock outstanding, being common stock, \$.10 par value, all of which are owned by Michael Foods.

6. Waiver of Mailing.

MGW and Michael Foods waive the mailing of a copy of this Plan and Articles of Merger.

7. Approval.

This Plan and Articles of Merger has been approved unanimously by the Directors and the Sole Shareholder of MGW and Crystal on December 18, 1995 in accordance with applicable statutes of the States of Nebraska and Minnesota.

8. Service of Process.

MGW may be served with process in Minnesota in any proceeding for the enforcement of any obligation of Crystal. The Secretary of State of Minnesota is hereby irrevocably appointed MGW's agent to accept service of process in any such proceeding. The Secretary of State of Minnesota shall direct any process served to MGW, as follows:

M.G. Waldbaum Company
105 N. Main Street
Wakefield, NE 68784

with copies to:

Philip T. Colton
Maun & Simon, PLC
2900 Norwest Center
90 South 7th Street
Minneapolis, MN 55402

and

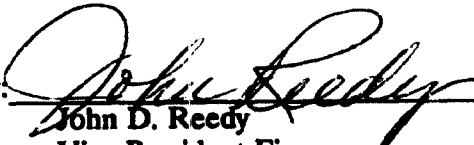
John D. Reedy
Vice President-Finance
Michael Foods, Inc.
5353 Wayzata Boulevard
324 Park National Bank Building
Minneapolis, MN 55416

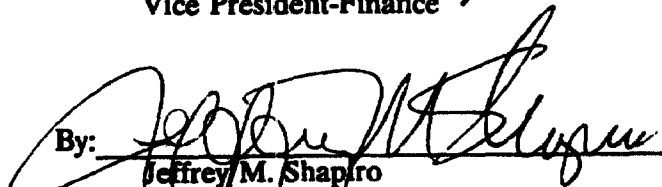
9. Compliance with Laws.

All provisions of the laws of the States of Nebraska and Minnesota applicable to the merger have been complied with.

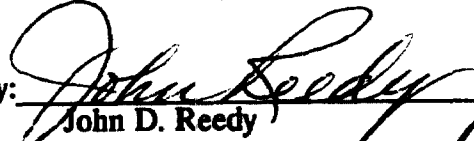
Dated this 18 day of December, 1995.

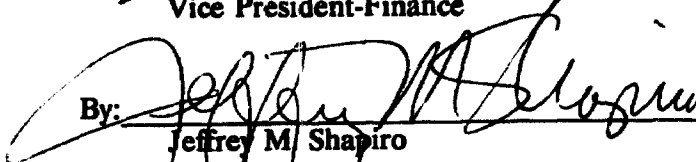
M.G. WALDBAUM COMPANY

By: 
John D. Reedy
Vice President-Finance

By: 
Jeffrey M. Shapiro
Secretary

CRYSTAL FOODS, INCORPORATED

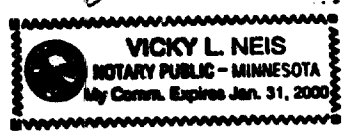
By: 
John D. Reedy
Vice President-Finance

By: 
Jeffrey M. Shapiro
Secretary

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 18 day of December, 1995, by John D. Reedy and Jeffrey M. Shapiro, the Vice President-Finance and Secretary, respectively of M.G. Waldbaum Company, a Nebraska corporation on behalf of the Corporation.

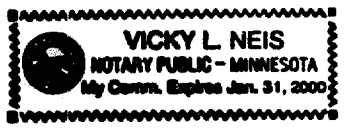
Vicky L. Neis
Notary Public



STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 18 day of December, 1995, by John D. Reedy and Jeffrey M. Shapiro, the Vice President-Finance and Secretary, respectively of Crystal Foods, Incorporated, a Minnesota corporation on behalf of the Corporation.

Vicky L. Neis
Notary Public



12/20/95, PTC, 31215_1M

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
DEC 22 1995 *je*
John D. Anderson
Secretary of State