

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gillette Food Flavorings LLC		12/26/2001	LTD LIAB JT ST CO: DELAWARE

RECEIVING PARTY DATA	
Name:	Geneva Flavors, Inc.
Also Known As:	Mastertaste
Street Address:	413 Moravian Valley Road
City:	Waunakee
State/Country:	WISCONSIN
Postal Code:	53511
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5		
Property Type	Number	Word Mark
Registration Number:	1840753	RYBO
Registration Number:	1883719	GF
Registration Number:	1884066	GF
Registration Number:	1951559	GFF
Registration Number:	1951560	GFF

CORRESPONDENCE DATA	
Fax Number:	(608)361-7062
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	608-361-7023
Email:	solson@kerrygroup.com
Correspondent Name:	William R. Coole
Address Line 1:	One Millington Road
Address Line 2:	Legal Department
Address Line 4:	Beloit, WISCONSIN 53511

CH \$140.00 1840753

ATTORNEY DOCKET NUMBER:

10197

NAME OF SUBMITTER:

Sharon M. Olson

Total Attachments: 3

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Delaware

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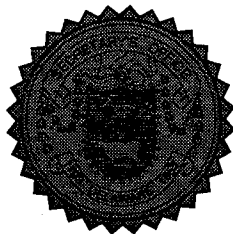
The First State

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:

"GILETTE FOOD FLAVORINGS LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "GENEVA FLAVORS INC." UNDER THE NAME OF "GENEVA FLAVORS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2001, AT 1:32 O'CLOCK P.M.

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



2755466 8100M

010667717

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1528914

DATE: 12-27-01

TRADEMARK
REEL: 002993 FRAME: 0713

CERTIFICATE OF OWNERSHIP AND MERGER

of

Gillette Food Flavorings LLC
(a Delaware limited liability company)

with and into

Geneva Flavors Inc.
(a Delaware corporation)

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA") and Section 264 of the Delaware General Corporation Law (the "DGCL"), Geneva Flavors Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: The names and states of organization and domicile of each of the constituent entities (the "Constituent Entities") of the merger (the "Merger") are as follows:

<u>Name</u>	<u>State of Organization and Domicile</u>
Geneva Flavors Inc.	Delaware
Gillette Food Flavorings LLC ("Gillette")	Delaware

SECOND: That the Corporation is the sole member of Gillette and holds the entire limited liability company interest of Gillette.

THIRD: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with Section 264(c) of the DGCL and Section 18-209 of the DLLCA.

FOURTH: The surviving entity (the "Surviving Entity") is the Corporation.

FIFTH: The certificate of incorporation and the by-laws of the Corporation in effect at the time of the Merger shall be the certificate of incorporation and the by-laws of the Surviving Entity.

SIXTH: The executed agreement of merger is on file at the principal place of business of the Surviving Entity located at 413 Moravian Valley Road, Waunakee, Wisconsin.

SEVENTH: A copy of the agreement of merger will be furnished by the Surviving Entity, upon request and without cost, to any stockholder or member of any Constituent Entity.

TRADEMARK

REEL: 002993 FRAME: 0714

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be executed by its duly authorized officer this 21 day of December, 2001.

GENEVA FLAVORS INC.

By: William R. Coole
Name: William R. Coole
Title: Vice President and Secretary