

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/26/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Diamond Walnut Growers, Inc.		07/22/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Diamond Foods, Inc.
Street Address:	1050 S. Diamond Street
City:	Stockton
State/Country:	CALIFORNIA
Postal Code:	95205
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	796084	CALWAL
Registration Number:	1365849	
Registration Number:	1299727	
Registration Number:	2975312	
Registration Number:	642118	
Registration Number:	1890026	DIAMOND
Registration Number:	511213	DIAMOND
Registration Number:	1513769	DIAMOND
Registration Number:	130162	DIAMOND BRAND
Registration Number:	724880	DIAMOND BRAND
Registration Number:	2449847	DIAMOND OF CALIFORNIA
Registration Number:	2070575	DIAMOND OF CALIFORNIA
Registration Number:	1299723	DIAMOND OF CALIFORNIA

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Registration Number:	1801304	DIAMOND OF CALIFORNIA
Registration Number:	728907	EMERALD
Registration Number:	639432	EMERALD
Registration Number:	2093018	EMERALD OF CALIFORNIA
Serial Number:	76641279	EMERALD OF CALIFORNIA
Registration Number:	2901557	HARVEST RESERVE
Registration Number:	592483	HOLIDAY
Serial Number:	78531860	SNACK ON!
Registration Number:	808927	SUNTAND
Serial Number:	78350185	WE WANT TO BE ALL NUTS TO ALL PEOPLE

CORRESPONDENCE DATA

Fax Number: (626)577-8800
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (626) 795-9900
Email: pto@cph.com
Correspondent Name: Michael J. MacDermott
Address Line 1: P.O. Box 7068
Address Line 4: Pasadena, CALIFORNIA 91109-7068

NAME OF SUBMITTER:	Michael J. MacDermott
Signature:	/Michael J. MacDermott/
Date:	08/18/2005

Total Attachments: 3
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Delaware

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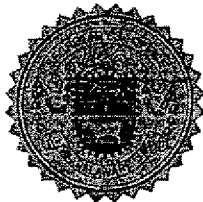
The First State

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 MERGER, WHICH MERGES:

"DIAMOND WALNUT GROWERS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "DIAMOND FOODS, INC." UNDER THE NAME OF "DIAMOND FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF JULY, A.D. 2005, AT 5:25 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SIXTH DAY OF JULY, A.D. 2005, AT 9 O'CLOCK A.M.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4042307

DATE: 07-22-05

TRADEMARK
REEL: 003143 FRAME: 0384

CERTIFICATE OF MERGER
MERGING
DIAMOND WALNUT GROWERS, INC.
(a California cooperative marketing association)
INTO
DIAMOND FOODS, INC.
(a Delaware corporation)

Pursuant to Section 252 of the
General Corporation Law of the State of Delaware

Diamond Foods, Inc., a Delaware corporation (the "*Company*"), does hereby certify to the following facts relating to the merger (the "*Merger*") of Diamond Walnut Growers, Inc., a California cooperative marketing association ("*Diamond Growers*"), with and into the Company, with the Company continuing as the surviving corporation of the Merger (the "*Surviving Corporation*"):

- FIRST: Diamond Growers is incorporated in California pursuant to the California Food & Agricultural Code and the Corporations Code of the State of California and the Company is incorporated in Delaware pursuant to the General Corporation Law of the State of Delaware ("*DGCL*"). The Company and Diamond Growers are the constituent corporations in the Merger.
- SECOND: An Amended and Restated Agreement and Plan of Merger dated as of July 20, 2005 by and between Diamond Growers and the Company has been approved, adopted, certified, executed and acknowledged by the Company and Diamond Growers in accordance with the provisions of Section 252 of the DGCL and Section 1100 et seq. of the Corporations Code of the State of California.
- THIRD: The Surviving Corporation of the Merger shall be the Company whose name shall remain Diamond Foods, Inc.
- FOURTH: Upon the effectiveness of the Merger (the "*Effective Time*"), the Certificate of Incorporation of the Company shall be its Certificate of Incorporation in effect immediately prior to the *Effective Time*.
- FIFTH: The executed Amended and Restated Agreement and Plan of Merger is on file at the office of the Surviving Corporation at c/o Diamond Foods, Inc., 1050 South Diamond Street, Stockton, CA 95205.
- SIXTH: A copy of the executed Amended and Restated Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger.
- SEVENTH: The Merger shall become effective at 9:00 a.m. Eastern Time on July 26, 2005.

IN WITNESS WHEREOF, Diamond Foods, Inc., a Delaware corporation, has caused this Certificate of Merger to be executed by its duly authorized officer as of July 22, 2005.

DIAMOND FOODS, INC.

By: _____


Michael J. Mendes,
President and Chief Executive Officer

[Signature Page to Diamond Foods, Inc. Certificate of Merger]

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