

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/22/2000

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
U.S. Mills, Inc.		12/22/2000	CORPORATION: MASSACHUSETTS

**RECEIVING PARTY DATA**

Name:	U.S. Mills, Inc.
Street Address:	200 Reservoir Street
City:	Needham
State/Country:	MASSACHUSETTS
Postal Code:	02210
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 22**

Property Type	Number	Word Mark
Registration Number:	969721	EREWHON
Registration Number:	1333448	EREWHON
Registration Number:	1346529	EREWHON
Registration Number:	1421349	BARLEY PLUS
Registration Number:	1536604	AZTEC
Registration Number:	1665522	APPLE STROODLES
Registration Number:	1701981	EREWHON
Registration Number:	1680526	OUR GREAT TASTE COMES NATURALLY
Registration Number:	1694682	EREWHON
Registration Number:	1729653	U.S. MILLS
Registration Number:	1756201	BANANA O'S
Registration Number:	2018382	RICE TWICE

CH \$565.00 969721

Registration Number:	2214924	CORNFETTI
Registration Number:	2040225	WAFFLERS
Registration Number:	2250441	OATS PLUS
Registration Number:	2239851	U.S. MILLS NATURALS
Registration Number:	2694473	NEW MORNING
Registration Number:	1427655	OATIOS
Registration Number:	1459416	FRUIT-E-O'S
Registration Number:	1470855	NEW MORNING
Serial Number:	76197772	MOCHA CRISP
Registration Number:	2614931	ULTIMATE OAT BRAN

**CORRESPONDENCE DATA**

Fax Number: (617)646-8646  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 617-646-8000  
Email: lwtrademarks@wolfgreenfield.com  
Correspondent Name: Lisa W. Martin  
Address Line 1: 600 Atlantic Avenue  
Address Line 4: Boston, MASSACHUSETTS 02210

NAME OF SUBMITTER:	Lisa W. Martin
Signature:	/lwm/
Date:	09/08/2005

Total Attachments: 3  
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

U.S. MILLS, INC.

INTO

USM HOLDINGS, INC.

\*\*\*\*\*

USM Holdings, Inc., a corporation organized and existing under the laws of Delaware,  
DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 27<sup>th</sup> 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 U.S. Mills, Inc. a corporation incorporated on the 12<sup>th</sup> day of December, 1987, pursuant to the General Laws of the Commonwealth of Massachusetts.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 22<sup>nd</sup> day of December, 2000, determined to merge into itself said U.S. Mills, Inc. ("Mills"):

WHEREAS: The Corporation owns all of the outstanding voting common stock of U.S. Mills, a Massachusetts corporation ("Mills");

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 Mills be merged with and into the Corporation.

NOW, THEREFORE, be it

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

RESOLVED: That the Agreement of Merger (the "Agreement of Merger") providing for the merger of Mills with and into the Corporation, in substantially the form annexed as Exhibit A hereto, 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.

**FURTHER**

**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 Mills 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

**FURTHER**

**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 Commonwealth of Massachusetts 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.

**FURTHER**

**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.

**FURTHER**

**RESOLVED:** That the Corporation change its corporate name by changing Article I of the Restated Certificate of Incorporation of USM Holdings, Inc. to read as follows:

**FIRST.** The name of the corporation is

U.S. Mills, Inc.

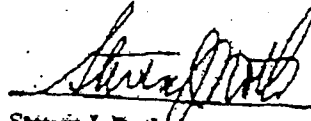
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12/28/00 11:19 FAX 202 533 1399

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IN WITNESS WHEREOF, said USM Holdings, Inc. has caused this Certificate to be signed by Steven J. Roth, its President and Chief Executive Officer, this 22<sup>nd</sup> day of December, 2000.

  
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Steven J. Roth  
President and Chief Executive Officer

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