

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/22/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Gold Kist Inc.		09/22/2004	CORPORATION: GEORGIA

**RECEIVING PARTY DATA**

Name:	Gold Kist Holdings Inc.
Street Address:	244 Perimeter Center Parkway, N.E.
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30346
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	1044321	
Registration Number:	1042423	MCEVER'S
Registration Number:	1045520	MCEVER'S

**CORRESPONDENCE DATA**

Fax Number: (404)881-7777  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 4048817000  
 Email: byates@alston.com  
 Correspondent Name: Ginabeth B. Hutchison, Esq.  
 Address Line 1: 1201 W. Peachtree Street  
 Address Line 2: c/o Alston & Bird LLP  
 Address Line 4: Atlanta, GEORGIA 30309-3424

ATTORNEY DOCKET NUMBER:	000005/301168
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OP \$90.00 1044321

NAME OF SUBMITTER:	Ginabeth B. Hutchison
Signature:	/Ginabeth B. Hutchison/
Date:	04/25/2006
Total Attachments: 2 source=Certificate of Merger from Gold Kist Inc to Gold Kist Holdings Inc #page1.tif source=Certificate of Merger from Gold Kist Inc to Gold Kist Holdings Inc #page2.tif	

**CERTIFICATE OF MERGER**  
**- OF**  
**GOLD KIST INC.,**  
**a Georgia cooperative marketing association**  
**WITH AND INTO**  
**GOLD KIST HOLDINGS INC.**  
**a Delaware corporation**

Pursuant to Section 14-3-1104(b) of the Georgia Nonprofit Corporation Code, Gold Kist Inc., a Georgia cooperative marketing association (the "Company"), hereby files the following Certificate of Merger:

1. Pursuant to an Amended and Restated Agreement and Plan of Conversion dated as of July 23, 2004 (the "Agreement"), at the effective time set forth in Paragraph 5 of this Certificate of Merger, the Company, shall merge with and into Gold Kist Holdings Inc. (the "Merger"), and Gold Kist Holdings Inc. shall be the surviving corporation (the "Surviving Corporation").


2. The executed Agreement is on file at 244 Perimeter Center Parkway, N.E., Atlanta, Georgia 30346, the address of the principal place of business of the Surviving Corporation.

3. A copy of the Agreement will be furnished by the Surviving Corporation on request and without cost to any stockholder of the Company or the Surviving Corporation.

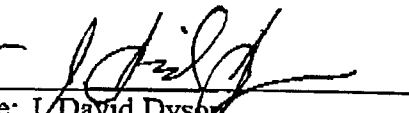
4. The Merger was duly approved by the Board of Directors and the shareholders of the Company and the Board of Directors and the stockholders of the Surviving Corporation.

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of the 22nd day of September, 2004.

GOLD KIST INC.

By:   
Name: J. David Dyson  
Title: General Counsel, Vice President and Secretary

GOLD KIST HOLDINGS INC.

By:   
Name: J. David Dyson  
Title: General Counsel, Vice President and Secretary