

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tinnerman Palnut Engineered Products, LLC		11/01/2004	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Tinnerman Palnut Engineered Products, Inc.		
Street Address:	1060 West 130th Street		
City:	Brunswick		
State/Country:	OHIO		
Postal Code:	44212		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	0340210	P A L	
CORRESPONDENCE DATA			
Fax Number:	(216)348-5474		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2163485400		
Email:	ip@mcdonaldhopkins.com		
Correspondent Name:	Grant A. Monachino		
Address Line 1:	600 Superior Avenue, East		
Address Line 2:	Suite 2100		
Address Line 4:	Cleveland, OHIO 44114		
ATTORNEY DOCKET NUMBER:	23610-00023		
NAME OF SUBMITTER:	Grant A. Monachino		
Signature:	/grantamonachino/		

OP \$40.00 0340210

Date:

07/24/2006

Total Attachments: 3

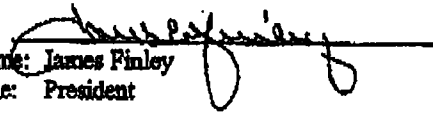
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CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO
A CORPORATION PURSUANT TO SECTION 265
OF THE DELAWARE GENERAL CORPORATION LAW

1. The date on which the limited liability company was first formed is August 15, 2001.
2. The name of the limited liability company immediately prior to filing this Certificate is Timmerman Palnut Engineered Products, L.L.C.
3. The name of the corporation as set forth in the Certificate of Incorporation filed in accordance with Section 265(b) of the Delaware General Corporation Law is Timmerman Palnut Engineered Products, Inc.
4. The limited liability company herein being converted is duly organized and existing under the laws of Delaware.

By: 
Name: James Finley
Title: President

Certificate of Conversion

DEC 29 2004 9:19 P.09

FAK: 330-220-5785

TINNERMAN PALNUT

CERTIFICATE OF INCORPORATION

OF

TINNERMAN PALNUT ENGINEERED PRODUCTS, INC.

The undersigned incorporator, in order to form a corporation under the General Corporation Law of Delaware (the "DGCL"), certifies as follows:

FIRST: The name of the corporation is:

Tinnerman Palnut Engineered Products, Inc.

SECOND: The registered office of the corporation is to be located at Corporate Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

FOURTH: The corporation shall have the authority to issue 1,000 shares of common stock, par value \$0.01 per share.

FIFTH: The name and mailing address of the incorporator are as follows:

Michelle Ilczyszyn
c/o Proskauer Rose LLP
2049 Century Park East, Suite 3200
Los Angeles, California 90067

SIXTH: No director shall be personally liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. If the DGCL is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent authorized by the DGCL, as so amended. Any repeal or modification of this Section Sixth shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

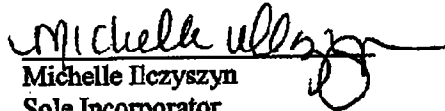
SEVENTH: The corporation shall indemnify its directors to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director of the corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the corporation shall not be obligated to indemnify any director (or his or her heirs, executors or personal or legal

representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the board of directors of the corporation. The right to indemnification conferred by this Section Seventh shall include the right to be paid by the corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

EIGHTH: Unless, and except to the extent that, the bylaws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

NINTH: The corporation hereby confers the power to adopt, amend or repeal bylaws of the corporation upon the directors.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of November, 2004.


Michelle Ilczyszyn
Sole Incorporator