

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/02/2006		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tone Brothers, Inc.		06/29/2006	CORPORATION: IOWA
RECEIVING PARTY DATA			
Name:	ACH Food Companies, Inc.		
Street Address:	7171 Goodlett Farms Parkway		
City:	Cordova		
State/Country:	TENNESSEE		
Postal Code:	38016		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 71			
Property Type	Number	Word Mark	
Registration Number:	1989521	AUTHENTIC PRESTI'S	
Registration Number:	0409189	BEAU MONDE	
Registration Number:	0994041		
Registration Number:	0815070	BROIL 'N GRILL	
Registration Number:	2692219	BUENA VIDA	
Registration Number:	2233733	BUFFALO WINGS	
Registration Number:	1831740	CHEF'S TASTE	
Registration Number:	3115101	COLORING NEVER TASTED SO GOOD!	
Registration Number:	1792804	CRAZY DAVE'S	
Serial Number:	78717893	CREATE&EAT	
Registration Number:	1130960	DEC-A-CAKE	
Registration Number:	1204497	DEC-A-PARTY	
Registration Number:	2698852	D DURKEE GRILL CREATIONS	

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 REEL: 003357 FRAME: 0845

Registration Number:	1180385	DURKEE
Registration Number:	1177514	DURKEE
Registration Number:	1067946	DURKEE
Registration Number:	1069413	DURKEE
Registration Number:	2529999	DURKEE D
Registration Number:	0866908	DURKEE
Registration Number:	1828874	DURKEE BUFFALO WINGS
Registration Number:	1840046	DURKEE CALIFORNIA STYLE BLENDS
Registration Number:	1903702	DURKEE SALAD SENSATIONS
Registration Number:	1240512	DURKEE TEXAS RED CHILI
Registration Number:	3007942	ETHNIC CREATIONS
Registration Number:	1249965	FAMOUS SAUCE
Registration Number:	2181613	FLAVOR'N BAG
Registration Number:	2865112	GRILL CREATIONS
Registration Number:	2712183	GRILL CREATIONS
Registration Number:	2545442	GRILLING GOURMET
Registration Number:	2075113	HEART-LOC
Registration Number:	2928357	ICE IT!
Registration Number:	1058646	LAURELEAF
Registration Number:	0828851	LAURELEAF
Registration Number:	1487683	LE PAK
Registration Number:	1515086	LISA ROSS
Registration Number:	1124382	LITE-A-CAKE
Registration Number:	0864318	LPM
Registration Number:	3017692	MAKING LIFE MORE FLAVORFUL.
Registration Number:	1047338	MERRY TOPPINS
Registration Number:	0206585	OLD HICKORY
Registration Number:	0675651	OLD HICKORY SMOKED SALT
Registration Number:	1515608	O'TOP'N
Registration Number:	1273782	PERC
Registration Number:	3058265	PLAY WITH YOUR FOOD!
Registration Number:	3060996	SCRIBBLE SQUEEZERZ
Registration Number:	2974051	SKILLET STARTERS
Registration Number:	1563584	SPICE ADVICE
Registration Number:	1304973	"SPICE ADVICE"

Registration Number:	2255790	SPICE ISLANDS
Registration Number:	0574147	SPICE ISLANDS
Registration Number:	1615945	SPICE ISLANDS
Registration Number:	1846883	SPICE ISLANDS
Registration Number:	1615751	SPICE ISLANDS
Registration Number:	1623939	SPICE ISLANDS
Registration Number:	2791278	SPICE ISLANDS
Registration Number:	1763107	SPICE ISLANDS
Registration Number:	2665040	SPICE ISLANDS WORLD FLAVORS
Registration Number:	1393455	SPICE KITCHENS
Registration Number:	2929878	SPRAY IT!
Registration Number:	2986377	SUPER SQUEEZERZ
Registration Number:	0773259	TONE'S
Registration Number:	2558142	TONE'S PROFESSIONAL QUALITY GUARANTEE
Registration Number:	1975870	TONE'S QUALITY SINCE 1873
Registration Number:	1975869	TONE'S QUALITY SINCE 1873
Registration Number:	2552026	TONE'S SINCE 1873
Registration Number:	2195952	TRADER'S CHOICE
Registration Number:	1596405	TRANSPACKER
Registration Number:	1371588	WE SEAL IT FRESH FOR YOU!
Registration Number:	2595102	WORLD FLAVORS
Registration Number:	0708818	WRITE-A-CAKE
Registration Number:	1467876	YOU CAN'T BEAT THE SYSTEM!

CORRESPONDENCE DATA

Fax Number: (614)464-1737

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 614-559-7233

Email: nhudson@fbtlaw.com

Correspondent Name: Nicolette R. Hudson

Address Line 1: 2200 PNC Center, 201 East Fifth Street

Address Line 4: Cincinnati, OHIO 45202

ATTORNEY DOCKET NUMBER:	0104283/0528895
NAME OF SUBMITTER:	Nicolette R. Hudson
Signature:	/nrh/

Date:

07/31/2006

Total Attachments: 7

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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:

"TONE BROTHERS, INC.", AN IOWA CORPORATION,
WITH AND INTO "ACH FOOD COMPANIES, INC." UNDER THE NAME OF "ACH FOOD COMPANIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2006, AT 11:40 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SECOND DAY OF JULY, A.D. 2006.

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



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060630911

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4873664

DATE: 07-03-06

TRADEMARK
REEL: 003357 FRAME: 0849

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:51 AM 06/30/2006
FILED 11:40 AM 06/30/2006
SRV 060630911 - 2531427 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

of

TONE BROTHERS, INC.

with and into

ACH FOOD COMPANIES, INC.

(Pursuant to Section 253 of the
General Corporation Law of the State of Delaware)

ACH Food Companies, Inc., a Delaware corporation (the "Corporation"), for the purpose of merging Tone Brothers, Inc. (the "Subsidiary") with and into the Corporation, hereby certifies as follows:

FIRST: The name and the state of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
ACH Food Companies, Inc.	Delaware
Tone Brothers, Inc.	Iowa

SECOND: The Corporation owns all of the issued and outstanding capital stock of the Subsidiary.

THIRD: Attached hereto as Exhibit A is a true and correct copy of the resolutions adopted on June 29, 2006 by the Board of Directors of the Corporation approving the merger of the Subsidiary with and into the Corporation.

This instrument and the merger of the Corporation and the Subsidiary shall be effective July 2, 2006.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its officer thereunto duly authorized on the 29th day of June, 2006.

ACH FOOD COMPANIES, INC.

By: 
Jeffrey A. Adams
Executive Vice President

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EXHIBIT A
UNANIMOUS CONSENT OF DIRECTORS
IN LIEU OF SPECIAL MEETING
of
ACH FOOD COMPANIES, INC.

The undersigned, being all of the directors of ACH Food Companies, Inc., a Delaware Corporation (the "Corporation"), and acting pursuant to the provisions of Section 253 of the General Corporation Laws of the State of Delaware, as amended (the "DGCL"), do hereby consent to, approve and adopt the following resolutions:

WHEREAS, the Corporation is the ultimate owner of all of the issued and outstanding shares of common stock of Toms Brothers, Inc., an Iowa corporation (the "Subsidiary");

WHEREAS, the Corporation desires to merge the Subsidiary with and into itself and to possess all of the estate, property, rights, privileges and franchises of the Subsidiary; and

WHEREAS, the Board of Directors of the Corporation believes it is in the best interests of the Corporation to merge the Subsidiary with and into itself;

NOW, THEREFORE, IT IS RESOLVED, that the Corporation merge the Subsidiary with and into the Corporation, that the separate existence of the Subsidiary ceases at the Effective Time (hereafter defined), and that the Corporation, as the surviving corporation of the merger pursuant to Section 253 of the DGCL, continue to exist by virtue of and be governed by the laws of the State of Delaware (such actions, collectively, being called the "Merger").

RESOLVED, that the Merger be, and hereby is, approved.

RESOLVED, that the Plan of Merger attached hereto as Annex 1 is hereby approved and adopted;

RESOLVED, that the Merger be effective on July 2, 2006 (the "Effective Time") and upon the filing of a Certificate of Ownership and Merger relating to the Merger with the Secretary of State of the State of Delaware in accordance with Sections 103 and 253 of the DGCL.

RESOLVED, that, at the Effective Time, the Corporation, without further action, as provided by the laws of the State of Delaware, shall succeed to and possess all the rights, privileges, powers, and franchises of a public as well as of a private nature, of the Subsidiary; and all property, real, personal and mixed, and all debts due on whatsoever account, including subscriptions to shares, and all and every other interest, of or belonging to or due to the Subsidiary shall be vested in the Corporation without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest shall thereafter be as effectively the property of the Corporation as they were of the Subsidiary; and the title to any real estate, or any interest therein, vested in the Corporation or the Subsidiary by deed or

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otherwise shall not revert or be in any way impaired by reason of the Merger. The Corporation shall thenceforth be responsible and liable for all debts, liabilities, and duties of the Subsidiary, which may be enforced against the Corporation to the same extent as if those debts, liabilities, and duties had been incurred or contracted by the Corporation. Neither the rights of creditors nor any liens upon the property of the Subsidiary or the Corporation shall be impaired by the Merger.

RESOLVED, that the Certificate of Incorporation and the Bylaws of the Corporation as in effect immediately before the Effective Time shall be, respectively, the Certificate of Incorporation and the Bylaws of the Corporation at and after the Effective Time until amended as provided by law.

RESOLVED, that, at the Effective Time, each share of Common Stock of the Subsidiary be canceled.

RESOLVED, that the person who was serving as an officer of the Corporation immediately before the Effective Time shall be an officer of the Corporation at and after the Effective time, with the same title as previously held.

RESOLVED, that the person who was serving as a director of the Corporation immediately before the Effective Time shall be a director of the Corporation at and after the Effective Time.

RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation a Certificate of Ownership and Merger setting forth, among other things, a copy of these resolutions and the date of their adoption; and that each such officer is hereby authorized and directed to cause the executed Certificate of Ownership and Merger to be filed in the Office of the Secretary of State of the State of Delaware and to cause certified copies of that Certificate to be recorded in the Offices of the Recorder of Deeds of the appropriate counties, all in accordance with Sections 103 and 253 of the DGCL.

RESOLVED, that the Corporation adopts the name "Tone Brothers, Inc." under which it may operate in Iowa, and that the Secretary of the Corporation is authorized to certify a copy of this resolution to the Secretary of State of Iowa for filing.

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized in the name and on behalf of the Corporation to do and perform or to cause to be done and performed all acts and things as such officer or officers shall deem necessary, advisable, or appropriate to implement the foregoing resolutions; and to execute and deliver any agreement, certificates, directions, representations, issuances, and other instruments or documents of every character, and to do and perform or cause to be done or performed any other acts and things as such officer or officers of the Corporation shall deem necessary, advisable, or appropriate to comply with the purposes and intent of the foregoing resolutions.

RESOLVED, that any and all action taken by any proper officer of the Corporation prior to the date this Consent is actually executed in effecting the purposes of the foregoing resolutions is hereby ratified, approved, confirmed, and adopted in all respects.

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IN WITNESS WHEREOF, the undersigned directors have executed this Consent the 29th day of June, 2006.

/s/ Daniel S. Antonelli
Daniel S. Antonelli

/s/ Jeffrey A. Atkins
Jeffrey A. Atkins

/s/ Carmen Sciackitano
Carmen Sciackitano

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Annex 1

PLAN OF MERGER
OF
TONE BROTHERS, INC.,
an Iowa corporation
INTO
ACH FOOD COMPANIES, INC.,
a Delaware corporation

1. The name of the parent and surviving corporation is:
ACH Food Companies, Inc.
2. The name of the wholly-owned subsidiary corporation is:
Tone Brothers, Inc.
3. ACH Food Companies, Inc., which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of Tone Brothers, Inc., which is a business corporation of the State of Iowa, hereby merges Tone Brothers, Inc. into ACH Food Companies, Inc. pursuant to the provisions of the Iowa Business Corporation Act, and in compliance with the provisions of the General Corporation Laws of the State of Delaware.
4. The separate existence of Tone Brothers, Inc. shall cease at the effective time and date of the merger, and ACH Food Companies, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Iowa Business Corporation Act and the provisions of the General Corporation Laws of the State of Delaware.
5. The issued shares of Tone Brothers, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished and no cash consideration shall be received therefor.
6. Each share of Common Stock of ACH Food Companies, Inc. issued and outstanding immediately prior to the effective time and date of the merger, and each such share (if any) held by ACH Food Companies, Inc. as treasury stock immediately prior to the effective time and date of the merger, shall not upon such time and date be affected or changed in any manner and shall continue to be issued and outstanding shares of ACH Food Companies, Inc.
7. The Board of Directors and the proper officers of Tone Brothers, Inc. and of ACH Food Companies, Inc. are hereby authorized, empowered, and directed to do any and all acts and

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things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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