

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/03/1996		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
American Cereal Corporation		12/07/1995	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	Grain Millers (Iowa), Inc.		
Street Address:	1209 Orange Street		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2857752	GOOD 'N HEARTY	
CORRESPONDENCE DATA			
Fax Number:	(612)340-8856		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(612) 343-7922		
Email:	ip.docket@dorsey.com		
Correspondent Name:	Jamie Nafziger, Dorsey & Whitney LLP		
Address Line 1:	50 South Sixth Street		
Address Line 2:	Suite 1500		
Address Line 4:	Minneapolis, MINNESOTA 55402-1498		
ATTORNEY DOCKET NUMBER:	60240		
NAME OF SUBMITTER:	Jamie Nafziger		
Signature:	/Jamie Nafziger/		

CH \$40.00 2857752

900066209

TRADEMARK
REEL: 003456 FRAME: 0441

Date:

01/08/2007

Total Attachments: 6

source=60240 American Cereal to Grain Millers IA#page1.tif

source=60240 American Cereal to Grain Millers IA#page2.tif

source=60240 American Cereal to Grain Millers IA#page3.tif

source=60240 American Cereal to Grain Millers IA#page4.tif

source=60240 American Cereal to Grain Millers IA#page5.tif

source=60240 American Cereal to Grain Millers IA#page6.tif

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"AMERICAN CEREAL CORPORATION", A MINNESOTA CORPORATION, WITH AND INTO "GRAIN MILLERS (IOWA), INC." UNDER THE NAME OF "GRAIN MILLERS (IOWA), INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF APRIL, A.D. 1996, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0817140 8100M

960097059

AUTHENTICATION: 7895066

DATE: 04-04-96

TRADEMARK

REEL: 003456 FRAME: 0443

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/03/1996
960097059 - 817140

AGREEMENT AND PLAN OF MERGER

Date: December 7, 1995

Parties: American Cereal Corporation ("American Cereal"), a Minnesota corporation; and Grain Millers (Iowa), Inc., a Delaware corporation ("GMI (Iowa)").

American Cereal and GMI (Iowa) are referred to jointly as the Constituent Corporations in some sections of this Agreement.

BACKGROUND

A. The Constituent Corporations desire to effect a merger upon the terms set forth in this Agreement, pursuant to the provisions of the Minnesota Business Corporations Act and the General Corporation Law of Delaware.

B. The Constituent Corporations intend the merger to be a reorganization within the meaning of IRC § 368(a)(1)(A).

C. American Cereal's registered office is located at 10925 Valley View Road, Suite 202, Eden Prairie, Minnesota 55344-3730. It does not have a registered agent at that address.

D. GMI (Iowa)'s registered office is located at 1209 Orange Street, Wilmington, Delaware 19801. Its registered agent is The Corporation Trust Company.

E. GMI (Iowa) will be the surviving corporation of the merger. The nature of the business or purposes to be conducted or promoted will be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

AGREEMENT

SECTION 1. MERGER OF CONSTITUENT CORPORATIONS

1.1 Merger. At the Effective Date, as defined in Section 1.3, American Cereal shall be merged with and into GMI (Iowa), the separate existence of American Cereal shall cease, and GMI (Iowa) shall survive as a corporation (the "Surviving Corporation"), organized under and governed by the laws of the state of Delaware. From that time, the Surviving Corporation, to the extent consistent with its Certificate of Incorporation, shall possess all the rights, privileges, immunities, and franchises of each of the Constituent Corporations. All property, real, personal, and mixed, and all debts due on whatever account belonging to or due to each of the Constituent Corporations, shall be transferred to and vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be responsible and liable for all liabilities and obligations of each of the Constituent Corporations, all in the manner and with the effect set forth in the laws of Minnesota and Delaware.

1.2 Further Assurances. From time to time after the Effective Date, the officers and directors of American Cereal last in office shall execute and deliver such deeds and other instruments and shall cause to be taken such further actions as shall reasonably be necessary in order to vest or perfect in the Surviving Corporation title to and possession of all the property, interests, assets, rights, immunities and franchises of American Cereal.

1.3 Effective Date. The merger of American Cereal and GMI (Iowa) shall become effective on the date of filing of this Agreement and Plan of Merger certified by the secretary of GMI (Iowa), prepared in accordance with Section 251 of the General Corporation Law of Delaware, with the Secretary of State of the State of Delaware, which date is herein called the Effective Date.

SECTION 2. CERTIFICATE OF INCORPORATION

2.1 Certificate of Incorporation. The Certificate of Incorporation of GMI (Iowa) shall be the Certificate of Incorporation of the Surviving Corporation.

SECTION 3. MANNER AND BASIS OF CONVERTING SHARES

3.1 Conversion of Shares.

3.1.1 American Cereal is a wholly-owned subsidiary of Grain Millers, Inc., a Delaware corporation. GMI (Iowa) is also a wholly-owned subsidiary of Grain Millers, Inc. Upon the effectiveness of this merger, each share of common stock, par value \$.01, of American Cereal that is issued and outstanding immediately prior to the Effective Date and each certificate representing such shares, shall be canceled. Because Grain Millers, Inc. is the sole shareholder of both Constituent Corporations, its rights will be unchanged by the merger of the

two Constituent Corporations and the cancellation of its shares
in American Cereal.

EXECUTED this 7th day of December, 1995.

AMERICAN CEREAL CORPORATION

By: Charles Enderson
Name: Charles Enderson
Its: President

GRAIN MILLERS (IOWA), INC.

By: Christian F. Kongsore
Name: Christian F. Kongsore
Its: President

The undersigned Assistant Secretary of Grain Millers (Iowa), Inc. hereby attests to the President's signature above, and certifies that this agreement has been adopted by the board of directors of Grain Millers (Iowa), Inc., without action by its stockholders, pursuant to Section 251(f) of the Delaware General Corporation Law, and the conditions set forth in the first sentence of Section 251(f) have been satisfied.

Attest:

By: Shirley Kittleson
Name: Shirley Kittleson
Its: Assistant Secretary

STATE OF Washington)
COUNTY OF King) ss.

On this 7th day of December, 1995, before me, a
Notary Public in and for the State of Washington, personally

appeared Christian F. Kongsore, the president of Grain Millers (Iowa), Inc., the Delaware corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument.

WITNESS my hand and official seal hereto affixed the day and year first as above written.

Deborah Louise Koetje

Name: Deborah Louise Koetje
NOTARY PUBLIC in and for the
State of Washington
residing at Woodinville, WA

My appointment expires: 9-9-97

[NOTARIAL SEAL]

STATE OF Iowa)
) ss.
COUNTY OF Mitchell)

On this 14th day of March, 1998, before me, a Notary Public in and for the State of Iowa, personally appeared Shirley Kittleson, the assistant secretary of Grain Millers (Iowa), Inc., the Delaware corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that she was authorized to execute said instrument.

WITNESS my hand and official seal hereto affixed the day and year first as above written.

Colette J. Staudt-Peterson

Name: Colette J. Staudt-Peterson
NOTARY PUBLIC in and for the
State of Iowa
residing at Mitchell County Iowa

My appointment expires: 10-24-98



[NOTARIAL SEAL]