

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/07/2002

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Chilay Foods, Inc.		11/04/2002	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	Fresh Food Concepts, Inc.
Street Address:	6535 Caballero Boulevard
City:	Buena Park
State/Country:	CALIFORNIA
Postal Code:	90620
Entity Type:	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	1562381	
Registration Number:	1553101	RIO DE ORO
Registration Number:	1554894	ROJO'S
Registration Number:	2627005	ULTIMATE DIPS
Registration Number:	2594779	ULTIMATE GOURMET

**CORRESPONDENCE DATA**

Fax Number: (312)660-0471  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 312-861-6371  
 Email: rprescan@kirkland.com  
 Correspondent Name: Renee Prescan  
 Address Line 1: 200 E. Randolph Drive  
 Address Line 2: Kirkland & Ellis LLP  
 Address Line 4: Chicago, ILLINOIS 60601

CH \$140.00 1562381

ATTORNEY DOCKET NUMBER:	40438-1 RMP
NAME OF SUBMITTER:	Renee M. Prescan
Signature:	/Renee M. Prescan/
Date:	03/07/2008
Total Attachments: 3 source=Merger_Chilay Foods-FreshFood Concepts#page1.tif source=Merger_Chilay Foods-FreshFood Concepts#page2.tif source=Merger_Chilay Foods-FreshFood Concepts#page3.tif	

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**CERTIFICATE OF OWNERSHIP  
OF  
CHILAY FOODS, INC.  
(a California corporation)  
WITH AND INTO  
FRESH FOOD CONCEPTS, INC.  
(a California corporation)**

FILED  
In the Office of the Secretary of State  
of the State of California

NOV 07 2002 KMM

*Bill Jones*  
BILL JONES, Secretary of State

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*Pursuant to the provisions of Section 1110 of the  
General Corporation Law of the State of California*

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To the Secretary of State  
State of California:

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of Fresh Food Concepts, Inc., a California corporation (the "Parent Corporation") do hereby certify as follows:

**FIRST:** The Parent Corporation is a business corporation of the State of California and is to be the surviving corporation under the merger.

**SECOND:** The name of the subsidiary corporation, which is a business corporation of the State of California, and which is to be the terminating corporation under the merger herein certified, is Chilay Foods, Inc. ("Chilay Foods").

**THIRD:** The Parent Corporation owns 100% of the outstanding shares of the Subsidiary Corporation.

**FOURTH:** The following is a copy of the resolutions to merge Chilay Foods with and into Parent Corporation as adopted and approved by the Board of Directors of the Parent Corporation:

"WHEREAS, the Corporation is the sole holder of all of the issued and outstanding shares of capital stock of Chilay Foods; and

WHEREAS, the Corporation deems it advisable and in its best interest that Chilay Foods be merged with and into the Corporation.

RESOLVED, that Chilay Foods be merged with and into the Corporation (the "Merger").

FURTHER RESOLVED, that the Authorized Officers be, and hereby are, authorized and empowered to execute and deliver a Certificate of Ownership to be filed with the office of the Secretary of State of the State of California, under its corporate seal or otherwise with such change therein or modification thereto as

such Authorized Officers shall in their sole discretion deem necessary, proper or advisable.

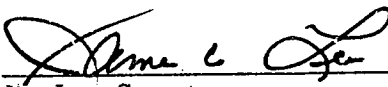
FURTHER RESOLVED, that upon the effectiveness of the Merger and pursuant to the provisions of the General Corporation Law of the State of California, the Corporation be, hereby is, authorized and empowered to assume and does hereby assume all of the liabilities of Chilay Foods; and further resolved, that upon the effectiveness of the Merger, the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the said General Corporation Law of the State of California and the issued shares of Chilay Foods shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefore, and each said share which is issued as of the effectiveness of the Merger shall be surrendered and extinguished. "

*[SIGNATURE PAGE TO FOLLOW*

On the date set forth below, in the City of Los Angeles in the State of California, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Executed on this 4<sup>th</sup> day November, 2002.

  
Rick Palmer, Chief Executive Officer

  
Jim Lee, Secretary