

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pruden Packing Company, Inc.		12/31/2006	CORPORATION: VIRGINIA

RECEIVING PARTY DATA

Name:	Gwaltney of Smithfield, Ltd.
Street Address:	200 Commerce Street
City:	Smithfield
State/Country:	VIRGINIA
Postal Code:	23430
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1511129	PEANUT CITY

CORRESPONDENCE DATA

Fax Number: (215)851-1420
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215-851-8100
 Email: philpdocketing@reedsmith.com
 Correspondent Name: Carl H. Pierce, Esq.
 Address Line 1: Reed Smith, LLP, 1650 Market Street
 Address Line 2: 2500 One Liberty Place
 Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	965160.20022
NAME OF SUBMITTER:	Carl H. Pierce, Esq.
Signature:	/Carl H. Pierce, Esq./

OP \$40.00 1511129

Date:

03/11/2008

Total Attachments: 6

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

- ✓"BACON BUSINESS ACQUISITION SUB INC.", A DELAWARE CORPORATION,
- ✓"CODDLE ROASTED MEATS, INC.", A VIRGINIA CORPORATION,
- ✓"THE E.M. TODD COMPANY, INC.", A VIRGINIA CORPORATION,
- ✓"HANCOCK'S OLD FASHIONED COUNTRY HAM, INC.", A DELAWARE CORPORATION,
- ✓"LMJ DISTRIBUTION CENTER, INC.", A GEORGIA CORPORATION,
- ✓"LYKES MEAT GROUP, INC.", A DELAWARE CORPORATION,
- ✓"MADISON PACKING ACQUISITION SUB, INC.", A DELAWARE CORPORATION,
- ✓"THE PEANUT SHOP, INC.", A VIRGINIA CORPORATION,
- ✓"PREMIUM PORK, INC.", A GEORGIA CORPORATION,
- ✓"PRUDEN PACKING COMPANY, INC.", A VIRGINIA CORPORATION,
- ✓"THE SMITHFIELD COMPANIES, INC.", A VIRGINIA CORPORATION,
- ✓"SMITHFIELD HAM AND PRODUCTS COMPANY, INCORPORATED", A VIRGINIA CORPORATION,
- ✓"THE SMITHFIELD PACKING COMPANY, INCORPORATED", A VIRGINIA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5299567

DATE: 12-21-06

TRADEMARK
REEL: 003736 FRAME: 0023

Delaware

PAGE 2

The First State

CORPORATION,

✓ "STADLER'S COUNTRY HAMS, INC.", A DELAWARE CORPORATION,

✓ "SUNNYLAND, INC.", A GEORGIA CORPORATION,

✓ "WILLIAMSBURG FOODS, INC.", A VIRGINIA CORPORATION,

WITH AND INTO "GWALTNEY OF SMITHFIELD, LTD." UNDER THE NAME OF "GWALTNEY OF SMITHFIELD, LTD.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 2006, AT 3:09 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 11:59 O'CLOCK P.M.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5299567

DATE: 12-21-06

TRADEMARK
REEL: 003736 FRAME: 0024

CERTIFICATE OF MERGER

MERGING

LYKES MEAT GROUP, INC.

(a Delaware corporation)

SUNNYLAND, INC.

(a Georgia corporation)

PREMIUM PORK, INC.

(a Georgia corporation)

LMI DISTRIBUTION CENTER, INC.

(a Georgia corporation)

THE SMITHFIELD COMPANIES, INC.

(a Virginia corporation)

WILLIAMSBURG FOODS, INC.

(a Virginia corporation)

SMITHFIELD HAM AND PRODUCTS COMPANY, INCORPORATED

(a Virginia corporation)

PRUDEN PACKING COMPANY, INC.

(a Virginia corporation)

THE PEANUT SHOP, INC.

(a Virginia corporation)

THE E.M. TODD COMPANY, INCORPORATED

(a Virginia corporation)

THE SMITHFIELD PACKING COMPANY, INCORPORATED

(a Virginia corporation)

MADISON PACKING ACQUISITION SUB, INC.

(a Delaware corporation)

BACON BUSINESS ACQUISITION SUB INC.

(a Delaware corporation)

STADLER'S COUNTRY HAMS, INC.

(a Delaware corporation)

HANCOCK'S OLD FASHIONED COUNTRY HAM, INC.

(a Delaware corporation)

AND

CODDLE ROASTED MEATS, INC.

(a Virginia corporation)

INTO

GWALTNEY OF SMITHFIELD, LTD.

(a Delaware corporation)

Pursuant to Section 252 of the Delaware General Corporation Law ("DGCL"), the undersigned corporation hereby submits the following Certificate of Merger:

ONE

The name and state of incorporation of each constituent corporation is set forth below:

<u>Name of Corporation</u>	<u>State</u>	<u>Authorized Shares of Non Delaware Corporations</u>
Lykes Meat Group, Inc.	Delaware	1,000 Shares of Common Stock, no par value per share
Sunnyland, Inc.	Georgia	1,000 Shares of Common Stock, par value of \$1.00 per share
Premium Pork, Inc.	Georgia	1,000 Shares of Common Stock, par value of \$1.00 per share
LMJ Distribution Center, Inc.	Georgia	1,000 Shares of Common Stock, par value of \$1.00 per share
The Smithfield Companies, Inc.	Virginia	100 Shares of Common Stock, no par value per share
Williamsburg Foods, Inc.	Virginia	5,000 Shares of Common Stock, no par value per share
Smithfield Ham and Products Company, Incorporated	Virginia	20,000 Shares of Common Stock, no par value per share; 1,000 Shares of Preferred Stock, par value of \$1.00 per share
Pruden Packing Company, Inc.	Virginia	2,500 Shares of Common Stock, par value of \$10.00 per share
The Peanut Shop, Inc.	Virginia	5,000 Shares of Common Stock, no par value per share
The E.M. Todd Company, Incorporated	Virginia	5,000 Shares of Common Stock, no par value per share
The Smithfield Packing Company, Incorporated	Virginia	1,000 Shares of Common Stock, par value of \$100.00 per share
Madison Packing Acquisition Sub, Inc.	Delaware	1,000 Shares of Common Stock, par value of \$.01 per share
Bacon Business Acquisition Sub Inc.	Delaware	1,000 Shares of Common Stock, no par value per share.
Stadler's Country Hams, Inc.	Delaware	1,000 Shares of Common

		Stock, no par value per share
Hancock's Old Fashioned Country Ham, Inc.	Delaware	1,000 Shares of Common Stock, par value of \$.10 per share.
Coddle Roasted Meats, Inc.	Virginia	10,000 Shares of Common Stock, no par value per share; 125 Shares of Preferred Stock, par value of \$1,000 per share
Gwaltney of Smithfield, Ltd.	Delaware	1,000 Shares of Common Stock, par value of \$.10 per share.

TWO

The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Section 252 the DGCL and pursuant to the organic law of the states of incorporation of the constituent corporations.

THREE

The surviving corporation is Gwaltney of Smithfield, Ltd, a Delaware corporation.

FOURTH

The certificate of incorporation of the surviving corporation shall be its certificate of incorporation.

FIVE

The merger shall become effective on December 31, 2006 at 11:59PM.


SIX

The Agreement and Plan of Merger is on file at 200 Commerce Street, Smithfield, VA 23430, which is the place of business of the surviving corporation.

SEVEN

A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, the surviving corporation has caused this certificate to be signed by an authorized officer this 15th day of December, 2006.

By: 
Name: Craig A. A. Dixon
Title: Assistant Secretary