

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/01/2007		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
vdw acquisition, ltd.		06/01/2007	LIMITED PARTNERSHIP: TEXAS
RECEIVING PARTY DATA			
Name:	Bay Valley Foods, LLC		
Street Address:	Four Westbrook Corporate Center		
City:	Westchester		
State/Country:	ILLINOIS		
Postal Code:	60154		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3169901	RIVERWALK CANTINA	
Registration Number:	3106024	MI PUEBLO	
Registration Number:	2864426	SAN ANTONIO FARMS	
Registration Number:	2816704	VAN DE WALLE FARMS	
CORRESPONDENCE DATA			
Fax Number:	(708)409-1062		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	708-483-1343		
Email:	jo_osborn@treehousefoods.com		
Correspondent Name:	jo osborn		
Address Line 1:	Two Westbrook Corporate Center		
Address Line 4:	Westchester, ILLINOIS 60188		
NAME OF SUBMITTER:	jo osborn		

CH \$115.00 3169901

Signature:	/jo osborn/
Date:	08/05/2008
Total Attachments: 3 source=vdwbvfmerger#page1.tif source=vdwbvfmerger#page2.tif source=vdwbvfmerger#page3.tif	

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 MERGER, WHICH MERGES:

"BVF GP ACQUISITION LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"VDW ACQUISITION, LTD.", A TEXAS LIMITED PARTNERSHIP,

WITH AND INTO "BAY VALLEY FOODS, LLC" UNDER THE NAME OF "BAY VALLEY FOODS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JUNE, A.D. 2007, AT 10:02 O'CLOCK A.M.

3 7588
9 0 8100M

070659246



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5722197

DATE: 06-01-07

TRADEMARK
REEL: 003829 FRAME: 0473

**CERTIFICATE OF MERGER
OF
VDW ACQUISITION, LTD.
AND
BVF GP ACQUISITION LLC
WITH AND INTO
BAY VALLEY FOODS, LLC**

Bay Valley Foods, LLC, a Delaware limited liability (the "Surviving Company"), pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), hereby certifies to the following facts relating to the merger (the "Merger") of VDW Acquisition, Ltd., a Texas limited partnership, and BVF GP Acquisition LLC, a Delaware limited liability company, (collectively, the "Terminating Companies") with and into the Surviving Company:

FIRST: The name and state of organization of each constituent company is as follows:

<u>Name</u>	<u>State of Organization</u>
Bay Valley Foods, LLC	Delaware
VDW Acquisition, Ltd.	Texas
BVF GP Acquisition LLC	Delaware

SECOND: The Agreement and Plan of Merger, dated as of June 1, 2007 (the "Agreement"), by and among the Terminating Companies and the Surviving Company has been approved, adopted, certified, executed and acknowledged by each of the constituent companies in accordance with the Act;

THIRD: The name of the surviving company is "Bay Valley Foods, LLC," a Delaware limited liability company;

FOURTH: The certificate of formation of the Surviving Company shall be its certificate of formation following the Merger;

FIFTH: The Merger shall become effective upon the filing of this Certificate of Merger;

SIXTH: An executed copy of the Agreement is on file at the office of the Surviving Company, c/o TreeHouse Foods, Inc., Two Westbrook Corporate Center, Tower Two, Suite 1070, Westbrook, Illinois 60154;

SEVENTH: A copy of the Agreement shall be furnished by the Surviving Company, on request and without cost, to any member or partner of any party to the Merger;

[signature page follows]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of
Merger this 1st day of June, 2007.

BAY VALLEY FOODS, LLC

By: Dennis F. Riordan

Name: Dennis F. Riordan

Title: SVP and Treasurer