

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/28/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
E.D. Smith, Inc.		11/28/2007	CORPORATION: DELAWARE
E.D. Smith USA, Inc.		11/28/2007	CORPORATION: PENNSYLVANIA
Bay Valley Foods, LLC		11/28/2007	LIMITED LIABILITY COMPANY: DELAWARE

**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: 3**

Property Type	Number	Word Mark
Serial Number:	78398589	CLASSIC SENSATIONS
Serial Number:	76486614	GARDEN GOODNESS
Serial Number:	77296502	DEN

**CORRESPONDENCE DATA**

Fax Number: (312)782-9590  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 312/857-2424  
 Email: pattismart@hotmail.com  
 Correspondent Name: Patricia S. Smart, Smart & Bostjancich  
 Address Line 1: 30 West Monroe Street  
 Address Line 2: Suite 800  
 Address Line 4: Chicago, ILLINOIS 60603

**TRADEMARK**

ATTORNEY DOCKET NUMBER:	TREEHOUS-BAYVALLEYMERGER
NAME OF SUBMITTER:	Patricia S. Smart
Signature:	/P S Smart/
Date:	03/16/2009
Total Attachments: 3 source=eds.bvfmerger#page1.tif source=eds.bvfmerger#page2.tif source=eds.bvfmerger#page3.tif	

# Delaware

PAGE 1

*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:

"E.D. SMITH, INC.", A DELAWARE CORPORATION,

"E.D. SMITH USA, INC.", A PENNSYLVANIA CORPORATION,

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 TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2007, AT 7:31 O'CLOCK P.M.

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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6193840

DATE: 11-29-07

TRADEMARK  
REEL: 003952 FRAME: 0524

**CERTIFICATE OF MERGER  
MERGING  
E.D. SMITH, INC. AND  
E.D. SMITH USA, INC.  
WITH AND INTO  
BAY VALLEY FOODS, LLC**

The undersigned, pursuant to Title 6, Section 18-209(c) of the Delaware Limited Liability Company Act (the "Act"), hereby certifies to the following facts relating to the merger of E.D. Smith, Inc., a Delaware corporation ("ED Smith"), and E.D. Smith USA, Inc., a Pennsylvania corporation ("ED SMITH USA" and together with ED Smith, the "Terminating Corporations"), with and into Bay Valley Foods, LLC, a Delaware limited liability company (the "Surviving Company"):

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

<u>Name</u>	<u>State of Incorporation</u>
E.D. Smith, Inc.	Delaware
E.D. Smith USA, Inc.	Pennsylvania
Bay Valley Foods, LLC	Delaware

SECOND: The Agreement and Plan of Merger, dated as of November 28, 2007 (the "Agreement"), by and among the Surviving Company and the Terminating Corporations has been approved, adopted, certified, executed and acknowledged by each of the constituent companies in accordance with the Act, the Delaware General Corporation Law and Title 15 of the Pennsylvania Code;

THIRD: The name of the Surviving Company shall be "Bay Valley Foods, LLC";

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

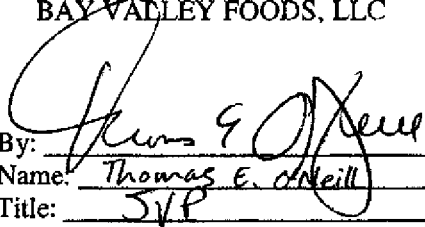
FIFTH: The merger shall become effective upon the filing of this certificate of merger;

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, Suite 1070, Westchester, Illinois 60154; and

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

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Merger this 28th day of November, 2007.

BAY VALLEY FOODS, LLC

By:   
Name: Thomas E. O'Neill  
Title: SVP